

X-MEN

By
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BLACK

Gray sky. vast and immeasurable. So featureless it seems devoid of even an abstract perceptibility, it is as though the gray could be right in front of your face. It could be today, it could be a thousand years ago.

Slowly fading in are the sounds of a commotion. Perhaps a bustling street corner, a marketplace, a mall. As the voices grow louder we realize we could be at a football game or some similar public forum.

Voices. Some laughing. THEN A SCREAM, only a whistle, we are at a train station, perhaps?

PAN DOWN TO REVEAL:

Horizontal tangles of barbed wire creep up, followed by mounds of the same, until we come to a large, brick archway. Upon it is a sign:

ARBEIT MACHT FREI

And then more gray. This in the form of German uniforms along side a train on the inbound for an unmistakable stop at what can only be a concentration camp. We will punctuate.

TITLES:

POLAND - 1943

The train grinds to a halt in the brown snow that smears the ground.

Just beyond the railroad tracks are literally hundreds if not thousands of expatriated Jews bound for the inevitable.

The doors to the car are flung open and the friendly talk and laughing of German soldier to German soldier gives way to the yelling.

The words are not necessary. The language is not ours and the images say enough.

Men, women and children are herded off the train like cattle toward a large open yard. There they huddle until the Germans begin to shout, and shove through the mob.

A SINGULARLY PLEASANT LOOKING GERMAN walks into the arena, bringing near silence with him. He is an officer, in the impressive black sharpness of the SS. His face is warm and inviting. He smiles to the unfortunate "relocated" as he walks among them. Some even smile and allow themselves a moment of hope.

The Pleasant German never wavers in his demeanor as he quietly speaks to the other soldiers. When he is done talking to them, they laugh loudly, happily; saluting him and going quickly to their work.

It is deceptively promising, and some of the Jews begin to relax... smile.

ANGLE ON:

A LITTLE BOY. A boy who will not die this day. A boy who will live to see the end of the war and the world of the future. He smiles now too as the Pleasant German passes by him in the crowd and runs a gloved hand through the little boy's filthy hair. Nan and boy share a smile as though the war had never been. The boy looks up at HIS WORKIED PARENTS - a sturdy looking couple, who also relax, but none so much as to forget. Then the German is gone.

And the screaming begins.

The soldiers push their way through the mob using rifles as pikes, screaming and terrorizing the lot of them. Suddenly, it is clear what they are doing. They are dividing the mob into smaller groups.

Soon, the groups themselves become evident.

Men from women. Children from adults. The family tries to stay together, clinging to one another dearly, until finally, they are put upon by a number of gray uniforms and pulled apart.

The boy is dragged screaming, his feet no longer touching the ground. Two soldiers carry him as they follow the back of a large column of children being led through a gate of barbed wire so dense, it resembles wool.

The gate closes and the boy looks back to see his parents - along with many others - being restrained by a number of soldiers. The screaming is deafening.

And the boy's can be heard above it all. The soldiers seem to be having a hard time carrying such a frail child. The farther they get from the fence, the heavier he seems to get, until they are literally pulling him as though he were anchored to something.

Then we notice again that his feet do not touch the ground.

His outstretched fingers claw at the thin air and he screams until the blood in his face is blue.

The soldiers are literally pulled back a step and they begin to slip in the mud. They look at one another and then over their shoulder as they hear a sound.

A groaning, creaking sound. And then the unmistakable twang of wire stretched to snapping.

ANGLE ON:

The fence. The gate that separates the parents. It bows toward them like iron filings to a magnet, and several of the strands of barbed wire have given way.

The boy continues to scream as all the other faces simply freeze and wonder.

One of the soldiers pulls a pistol from his belt and brains the boy violently.

He slumps, and the soldiers carrying him spring forward as though a rope that was holding them back has been cut. They nearly fall, looking at one another with some concern, some confusion....

Then they follow the line of children that has gotten ahead of them.

ANGLE ON:

The boy's parents watch him as he, as they, are taken away. The rest of their story is as you would expect.

EXT. SKY - DAY

Bright, bright blue framing blinding white sun.

PAN DOWN AGAIN TO REVEAL:

The golden high grass of the Savannah.

TITLES

KENYA - 1972

The hot scorched arid savannah.

A group of children at play. Tribal children who, without help of the titles could be from any age.

They run through a tiny village of huts and thatch, playing a version of tag, it would seem.

One child is it, than another. Each trying to avoid being tagged though never going far enough away to miss the fun.

One girl in particular. A PRETTY GIRL OF 12, is tagged and immediately shunned.

She chases kids this way and that, but to no avail. She is not strong enough, nor agile enough, to win.

It is clear the other children know this and it begins to make them giggle.

The giggles become laughter and the laughter becomes a taunt, and before we even realize, the inherent cruelty of children let loose becomes evident.

They have now formed a circle, at first avoiding her touch with distance, but now growing tighter with menace. Soon she is no longer the thing to be afraid of, but the thing that should fear. In the unspoken manner of children at prey, the group begins to chant in their native tongue - a song we have not heard but sung in a way none too inviting.

The girl now moves to the center of the circle, no longer wishing to tag anyone.

ONE DEVIOUS CHILD seems to get an idea. He picks up a small stone and tosses it at the Pretty Girl. Another child follows suit and then another. Before long, mob rules gives way and stones are being tossed and then thrown. Small and then larger.

It grows to the brink of frenzy, the laughing and the shouting not too unlike the noise of the previous scene.

So much so, we may miss the first flake of snow. The children certainly do. It is snowing for a good half minute before the last of them stops.

By then, the snow is thick as flies and wafting down to melt instantly on the hot African soil that has never seen snow before.

ANGLE ON:

Adults come out of their huts and in from the fields and the whole of the village is soon gathered round the little girl, staring up at the clear blue sky and the snow that falls from nowhere. From nothing.

One by one, all eyes fall on the little girl and the looks of curiosity become looks of fear. Of superstition.

Punctuated by a solid thump.

And then another,

AN OLD MAN looks down at his feet and sees a tiny, misshapen ball of ice, no bigger than his eye. He looks at it, then bites it, then pops it in his mouth - breath turning to steam.

Another such chunk of ice pops him on the head. THE CROWD LAUGHS.

They look up again and see that mixed with the snow are tiny pellets of hail, seeming to increase in number as the snow mysteriously wanes.

And the pellets are getting larger. Until they land as hunks. Then bricks.

And when the first one brings blood to a YOUNG BOY'S brow, they scatter.

The girl drops to the ground and covers her head as hailstones the size of coffee cans plow into the Earth as well as the weaker shacks of grass and mud. Before long, they hew a path of destruction that devastates the village.

And all along the girl sits huddled in the dust, crying. As hailstones fall in a circle around her, never coming closer than ten feet or so.

INT. SCHOOL GYMNASIUM - NIGHT

ONE MORE SKY. This one a backdrop. Cheap paint and tissue paper hung with hooks on a wall just behind the basket on a full court.

As we pull back, we see the skyline of New York, crudely made out with its silhouette buildings of dark gray and black - windows of yellow.

Among the famous landmarks represented is the Statue of Liberty, complete with a real lightbulb burning in the torch.

We are at a prom. The theme is RHAPSODY IN BLUE and the decor has made tragic efforts to show it. The tablecloths are blue, the napkins are blue - far too many of the tuxes are powder blue, and the blue eyeshadow is as heavy as expected.

Peter Gabriel's "In Your Eyes" gives painful indication to the era, but here it is, nonetheless:

SOUTHERN CALIFORNIA - 1986

MOVE ACROSS THE FLOOR and through the swaying, clutching, sweating dancers to the bathroom.

Through the door to the usual -

IHT. BOTS BATHROOM

Several boys are here, bowties undone - undipped in most cases. Smoking, drinking from whatever inventive container was used to smuggle in booze. Breath freshener and Visine are the chaser.

Some of the guys are rolling joints while others make the sad effort to wave smoke away. Who are they kidding? It's a fog in here.

MOVE DOWN THE ROW OF TOILET STALLS to one in particular. Here we find A FRECKLED KID standing in front of mirror, clearly holding himself up from the effect of God knows what.

He talks to his friend in the stall behind him.

FRECKLED KID

Man, you are something else. What's the matter with you?

His friend is on the toilet with his head in his hands. He seems to be in some pain. He is SCOTT SUMMERS - AGE 17.

SCOTT

My eyes... my eyes are killing me. The Freckled kid offers a small plastic bottle.

FRECKLED KID

You want some Vitine, man?

SCOTT

My... eyes.

He knocks the bottle away.

The freckled kid looks and sees that Scott's eyes are watering so badly that tears are literally streaming through his fingers.

He goes back to the niirror to look at his own.

SCOTT (CONT'D)

... they're burning...

The freckled kid turns back to him.

FRECKLED KID
Dude, how much did you smoke?

SCOTT
I didn't smoke anything.

Scott looks up, taking his hands away, revealing for an instant that his eyes are merely bright red embers in his head. Featureless but for the color.

Freckles takes a step back.

IHT. GYM - OUTSIDE BOYS ROOM

A blinding flash of light shows through the frosted glass in the double door and cuts through the crack into the dark of the gym.

All who see it are stunned. Frozen. A lingering moment of confusion, then:

BOOM, the doors to the Boys Room burst open and the occupants scatter into the gym.

INT. GYM - STALL

Freckles is still there, legs locked.

FRECKLES' P.O.V.

He looks at Scott who is now crying meekly in the stall.

The door swings closed TO REVEAL:

A SMOKING, MOLTEN HOLE in the stall door, framing Scott's face perfectly.

INT. SENATE HEARING ROOM - DAY

The typical assembly of G.O.P. creeps. A lot of long chins and attempted charismatics.

The room is crowded with press and the like to the point that there is very little room to even move. It is quite similar to another sort of hearing from days past, only this time the Senator in charge is not a drunken paranoid, but a very sober one.

SENATOR SCOTT FRANK KELLY sits in the middle of it all having mastered the media much better than those around him. This is why he is the chosen front man.

Just behind him sits ROBERT GUYRICH - clearly a man behind the man whispering almost constantly in the Senator's ear.

A WOMAN'S VOICE (O.S.)
(amplified via microphone)
The X-factor... also know as the imitator gene, exists within every creature on the planet. '

A VERY SIMPLE IMAGE OF A GENE. Very simply drawn. It has, literally, a "switch" drawn on it and the words "ON" and "OFF."

WOMAN'S VOICE (O.S.; CONTINUING)
It is the gene which tells our bodies whether to change or to stay the same. It can be, literally, turned on or off, depending on whether or not it receives the appropriate cues from the environment. One example is the weather...

WE SEE graphic images making this clear, we see COLD WEATHER and a PRIMITIVE MAN WITH A LOT OF HAIR.

WOMAN'S AMPLIFIED VOICE (O.S.; CONT'D)
For instance, as the planet gradually warms up, people whose mutator genes tell their bodies to adapt appropriately will live on and continue to multiply. Others will die out. Gradually, the species will change.

As the graphic changes and depicts WARMER CLIMATE, the HAIR STARTS TO DISAPPEAR ON THE MAN'S BODY.

WOMAN'S VOICE (O.S.; CONTINUING)
Normally this process takes thousands and thousands of years. It is the reason we have evolved from homo habilus...

FOOTAGE REFLECTS THE VARIOUS STAGES OF HUMAN EVOLUTION. Accompanying it is a GRAPH with a DIAGONAL LINE indicating the ascent of the "human being" as we know it. Accompanying the graph are evolving images of the "evolution of man.

WOMAN'S AMPLIFIED VOICE (O.S.

CONT'D)
...to homo erectus, to hoao s<piens neanderthalis, and, finally, to homo sapiens sapiens.

REVERSE ANGLE - WE'RE IN A SENATE HEARING ROOM

PACKED with reporters and photographers. There's a DAIS ~ a raised panel of SENATORS - and a second, lower PANEL. This is where the "experts* are testifying.

CLOSE ON: JEAN GREY

A strong, attractive* woman in her early 30's. Lobbying for mutant rights, she addresses the room.

A simple placard before her: JEAN GREY. GENETICALLY ENHANCED RIGHTS ASSOCIATION.

JEAN
But there's a problem...

ON THE SCREEN

The trajectory of the diagonal line changes: at a point marked "homo sapiens sapiens" the line flattens.

JEAN
Once we humans stopped adapting to our environment and began adapting our environment to suit us - in other words, once we started making clothes, building shelters and using heat...

QUICK SHOTS: early huts, early clothing; then early homes, later homes, air conditioning, cars, modern high-rises; etc.

JEAN (CONT'D)
... the imitator gene went into dormancy, and mankind itself stopped evolving. And hasn't, for thousands of years.

WIDER

On the room, the reactions, and on JEAN herself.

JEAN (CONT'D)
Until now.

Jean directs her LASER POINTER to the words "PRESENT DAY," where the "evolution line" has resumed its rise.

JEAN (CONT'D)
For the first time in millennia, the earth is changing faster than our ability to keep up with it.

FOOTAGE: HUMAN BEINGS, now, like the animals earlier, have MINOR "MUTATIONS": we see IMAGES of minor "POWERS"- someone who can seemingly MOVE SHADOWS with his hands; Uri Geller BENDING SPOONS; someone else who appears to be able to SINGE PAPER WITH HER EYES; someone else who can briefly MAKE AN OBJECT BLUR AND THEN REFOCUS...

JEAN (CONT'D)

These are but a few of the reasons we are seeing what some are calling the beginnings of another stage of evolution.

A GAVEL bangs on the dais. A MICROPHONED VOICE interrupts. Bearing down is the flamboyant SENATOR SCOTT "FRANK" KELLY, a conservative from Florida, and the hearing's Chairman.

SENATOR KELLY

You' re avoiding the question I posed to you at the beginning of this hearing. Ms. Grey. Three words: Are mutants dangerous?

JEAN

Considering it is the agenda of this committee to register mutants as though they were -

KELLY

It is the appointed task of this committee to present to the President a comprehensive report that he may best decide weather or not to pass a registration act. We are not here to weed out mutants. We are merely hear to assess their potential threat - if any - to national security.

Another SENATOR (LUCINDA ROWEE) speaks into her microphone:

SENATOR ROWEE

Ms. Grey, to what extent are these mutations actually a threat?

Jean takes a beat; processes the question. Then:

JEAN

Some mutations manifest themselves as powers, but these are remote in the extreme. Most are merely physical alterations.

SENATOR ROWEE

But are they dangerous.

JEAN

A person driving a car can be dangerous.

SENATOR ROWEE

Well, we do license people to drive?

A LAUGH from the gallery.

JEAN

But not to live.

Kelly has been waiting for an opening like this and is ready. He raises a blown-up photograph: a grainy, super-zoomed, somewhat obscured image of a CAR ON A FREEWAY which appears to have "melted." Now he's really playing to the crowd.

SENATOR KELLY

This was taken by a traffic control video in Orange County. A man in a minor altercation literally melted the car in front of him. I don't know where you come from, Ms. Grey, but where I come from, you don't go melting people's cars when they cut you off. You do it the old fashioned way - you give em the finger. But what you presume to tell this committee -

JEAN

I presume nothing. I am here to tell you that in time, the mutator gene will activate in every living human being on this planet. Perhaps even your Children, Senator.

KELLY

I can assure you, there is no such creature in my genes.

The room LAUGHS. Kelly mistaken thinks it is for him, until the double meaning occurs to him. He is momentarily embarrassed, but he quickly recovers.

KELLY (CONT'D)

That was funny, I have to admit. You certainly seem to be amused, Ms. Grey.

JEAN

To be frank, Senator, I am tickled.

The ROOM LAUGHS, good-naturedly.

KELLY

I wonder how tickled this committee would
be to learn about your associate
Professor Xavier.

Jean reacts now, surprised to hear these words from Kelly.

KELLY (CONT'D)

Or about his so called "school for the
gifted." Come now, Dr. Grey. As you are
so open to disclosure, share with the
people here the purpose of this school.

Jean quickly collects herself.

JEAN

There is indeed a... a school
specifically designed -

KELLY

For mutants. Is that not correct, Ms.
Grey?

The Senator now gestures to the monitor which now displays a
MASSIVE ESTATE MANSION BEHIND A HIGH IRON GATE.

Mutters of confusion from the crowd.

Jean bows her head.

KELLY (CONT'D)

In fact, a school whose student body is
almost entirely these so-called remote
cases. Remote in the extreme, I believe
you said. So remote, the location and
purpose of this school was, until this
very moment, unknown to the American
people.

The confusion is finding focus. And the focus is Jean.

JEAN

That was simply for the protection of the
students who -

KELLY

Who what? Who what, Ms. Grey? Who melt
metal with their minds, perhaps control
human thought? what goes on in that
school that no normal person has been
allowed to set foot inside? Who is this
Professor Xavier and what exactly is he
preparing these mutants for?

JEAN

Professor Xavier is without question the finest -

KELLY

Answer the question, Ms. Grey. What goes on in that school?

JEAN

Education. Enlightenment.

KELLY

Enlightenment indeed, well, I'll put this to you, Dr. Grey. I am of the thinking that this Professor Xavier is an extremist. Nothing more than a Michigan Militia-man with a degree and some very "extreme" parlor tricks. Tricks he does not yet want the world to see.

Now the crowd has chosen it's side and Jean is not on it.

JEAN

There are some things the world is not ready to -

KELLY

Ladies and Gentlemen of the press. Members of the committee. I put it to you that any mutant left alone may indeed be harmless to our national security; But if history has taught us anything.- power unchecked is power to be corrupted. Unless we begin immediately to take action against the efforts of people like Dr. Grey and this... this Professor Xavier, a minority of a few thousand may very well be organized against a population of millions - totally unprepared for whatever unearthly perversions await them.

The crowd reacts loudly in support of the Senator's pontificate. Some cheer, some roar, some yell obscenities at Jean.

He starts at Jean, delivering his last.

KELLY (CONT'D)

They are very real. They are among us. We must know who they are. And above all, we must know what they can do.

AS THE SHOUTS OF THE MOB RISE AND GIVE WAY TO:

EXT. SHOW COVERED WXLDERBESS - DAY

PLACID SNOW, mountains in the distance. A magnificent vista, suddenly disturbed by movement below.

A FIGURE RUNNING AT INHUMAN SPEED. A moment later ANOTHER FIGURE ENTERS FRAME. Larger... moving slightly faster.

TITLES:

CENTRAL ALASKA

THE NOT TOO DISTANT FUTURE

CLOSE UP ON:

An anomaly, to say the least. A man whose features are so much like an animal, one would think he had animal in his blood. His hair is course and black, sprouting wildly from his head. He is LOGAN. We will come to know him well. As well as we can.

Then to the thing following him. So much like an animal himself, he makes Logan look perfectly human. Larger, fiercer, somehow inherently more savage. This is called SABERTOOTH. The reasons are obvious'.

Teeth like said animal and clawed fingers to match.

Mutants of course. Two who must certainly be members of a class "remote in the extreme."

EXT. WOODED HILLSIDE

Logan hits a slope at full speed, making it most of the way proper before sliding the last of it on his heels.

At the bottom, he comes to an awkward skid on the frozen bed of ice that is a lake at other times of year.

He makes an agile footed run across the ice, but adjusting has closed the gap.

SABERTOOTH LEAPS and leaps far, overtaking Logan and landing on his back.

FEROCIOUS TEETH SINK DEEP INTO LOGAN'S SHOULDER. A scream fills the wilderness for miles. Blood flows.

Sabertooth, in a bloodlusting rage, slams Logan down only to smash a whole in the ice with his prey.

Logan clamors free and dives under, caught instantly by the current and swept away.

SILENCE

Sabertooth stares at the hole in the ice in frustration. Like the cat he resembles so closely, he watches carefully, suddenly making out bubbles under the surface, trailing away. He is quickly after them, clawed feet working as cleats in the ice.

UNDER ICE

Logan struggles, already short of breath and at the same time trying to swim madly from the shadow above. The muffled sound of feet pounding like a heartbeat.

ABOVE ICE

Sabertooth stops again... Listening, looking, searching with senses sharpened beyond that of human comprehension. He smiles.

WHAM

He drives a monstrous fist through the ice and reaches in up to his shoulder.... searching....

SILENCE AGAIN.

Then a violent yank. The ice gives way to the soaked and naïf frozen Logan who struggles to free himself from Sabertooth's grasp. A large creature dwarfed by a larger one, he is hoisted in the air, claws tearing his neck.

ANGLE ON:

Logan's right hand. His skin ripples and pulsates, trembles from cold... or perhaps something else.

SUDDENLY, three steely claws, some nine inches long, spring from the very flesh just above the knuckles.

A stunned pause as both he and Sabertooth look down at the menacing rake.

Then Logan drives it home, sinking up to his hand into Sabertooth's side.

A HOWL unlike anything ever heard and Sabertooth throws Logan away from him, the claws tearing across his ribs as he does so.

Logan flies several yards before hitting the ice and sliding several dozen more. He is stopped by his head as it hits a rock on the far shore.

Sabertooth skulks over to him, taking a hand away from the gash on his side in time to watch the fatal-looking wounds heal as quickly as the sealing of a Ziplock bag.

With the sound of Sabertooth's breathing comes the rising of the wind...

Snow from the ground begins to swirl in the bitter cold air.

Sabertooth is nearly upon Logan now and the wind rises further, until he must shield his eyes from the bitter, icy

As he approaches, we see the fresh claw marks on Logan's face healing before our very eyes, leaving not so much as a scratch.

A SUDDEN FLASH OF LIGHT .

Lightning? No. Lightning is not red.

Sabertooth looks around, puzzled, then down at Logan's motionless body. Then to his feet where a hole in the ice spouts bubbling water.

The wind blows so violently now that he nearly misses two figures standing only a few yards away - mere silhouettes in the icy haze.

A closer look tell us it is a man and a woman, THEY WEAR STRANGE UNIFORMS of form-fitting material - the man wears a reflective visor that hides his eyes. The woman's face is bare, revealing dark skin and penetrating eyes.

ANOTHER FLASH - one that seems to come from the visor itself. An intense beam of red light. Sabertooth looks down and sees the ice at his feet has melted - more accurately been melted - away.

He plunges through the ice like a mark in a carnival dunking tank. The more he claws at the edges of the hole, the more the flashes of light make the hole larger. His massive weight and hairy coat quickly suck him down.

The TWO FIGURES - CYCLOPS AND STORM - obviously two of the children we saw earlier now grown - stand over the whole and calmly watch Sabertooth gather himself and swim back to the surface.

Storm looks down at the hole, concentrating her intense gaze. The wind whips further, and her skin dimples with goosebumps as the temperature drops and the water in the hole begins to freeze.

Sabertooth manages to smash through and again, Cyclops fires a beam of light to rob him of an edge to grab on to.

Storm then further forces the temperature down, freezing the ice thick and thicker.

UNDER THE ICE

Sabertooth pounds violently as the ice above him drives him further and further down, becoming more and more a wall between him and his prey.

Finally, he wisely concedes.

With one last look at the two mysterious figures now nearly obscured by the ice, he tuns his body and swims away with the same agility he had on land.

ABOVE ICE

THE SNOW AND WIND ARE NOW VIOLENTLY RAGING

Cyclops and Storm walk over to Logan and look down at him curiously, observing the metallic claws that seem to grow out of his flesh. More puzzling is the way in which they retract, vanishing into holes in his flesh which heal as quickly as the wound in Sabertooth's side.

LOGAN'S P.O.V.

They look at one another, wondering. Logan's eyes begin to close as they obscure the last of all perceptible detail.

FROM WHITE

TO BLACK

A LONG AND PEACEFUL BLACKNESS

Finally giving way to white - a slice across the middle which widens and finds some clarity

ZHT. LABORATORY - OAT

Logan slowly opens his eyes and winces at the assault of white light.

LOGAN'S P.O.V.

A simple, white, acoustic tile ceiling with -soft white fluorescent lights. As he gains more focus, a woman's face comes into view, seeming to hover above him.

It is Jean Grey, inspecting him more than looking.

Then another face. This one on the front of a shiny, bald head. PROFESSOR XAVIER as we will learn. An intense and intelligent man just to look at him.

Finally, from the top of the frame comes another head. This one covered with hair. In fact, this thing is covered entirely in hair. All of it blue. If not for the small glasses on its face, we might think it was a grizzly with a die job. This is BEAST. What else are you going to call him?

Logan looks to Jean and Xavier, still groggy.

LOGAN
Am I dead?

XAVIER
Miraculously, no.

Clearly no the answer he wanted.

LOGAN
Well, there's always tomorrow.

Jean and Xavier glance at one another.

LOGAN (CONT'D)
Who... who are you?

Xavier holds up a set of dog tags on a chain.

XAVIER
Whose are these? A relative? Your grandfather perhaps?

LOGAN
Mine.
(Looks at Beast, realizing)
What are you?

Beast takes no offense. He simply grunts and smiles, Xavier looks at the dog tags, puzzled.

LOGAN (CONT'D)
Where am I?

XAVIER '
Sleep, Logan.

And he does.

INT. LABORATORY - LATER

Beast and Jean Grey wear Surgical scrub suits, gloves and masks.

Logan is on a flatbed x-ray, the red, lighted crosshairs beading in between his eyes as images are taken over and over.

Jean Grey looks down and sees Logan's hand pulsating in much the way it was before. Suddenly, the skin parts and the steely claws come slowly out and then retract.

She looks up at Beast who is already looking at them, amazed.

When the claws retract entirely, the skin heals quickly. Beast lets out a "hmpf" of interest and picks up a scalpel.

He makes a tiny incision on Logan's arm which heals as fast as the blade can cut. Then he makes a deeper one, longer, and again until he is making a cut six inches long and a full inch into the muscle.

It heals in seconds.

INT. LABORATORY - LATER

CLOSE UP ON:

Logan's hand. A claw involuntarily emerges.

A VICE GRIP comes into frame and quickly grabs it, guiding it to a vice and clamping it there. Beast turns the crank with all his strength to hold the claw fast.

PULL OUT TO REVEAL:

Jean Gray rolls in platform work bench with an adjustable drill. She wears thick safety goggles.

They bring the carbide tip down and start to grind away at the claw. The drill heats accelerates, then snaps.

LATER

Beast covers his face with a welding visor and ignites a blow torch. He gives the claw a good twenty seconds of intense acetylene before he stops.

He takes a gloved finger and touches the blackened metal. The scoring wipes away to reveal the unblemished metal.

LATER

Jean and Beast now staxid back in a corner of the room behind Scott Summers (Cyclops), no longer in the uniform we first saw him in, but workout sweats. The visor seems to be a staple, even when casual.

He looks at Logan in the far corner of the room and focuses on the claws.

AN INTENSE RED BEAM OF ENERGY shoots from the visor and blasts away at the claws. - this time longer than the blow torch and the drill combined.

No damage. Not even a scratch.

Curious, he looks over to the wall, REVEALING FULL BODY X-- RAYS . Push in until we start to see details of the full skeleton - obviously Logan's, betrayed by the claws along the forearm.

It is clear the skeleton is not normal. Only merely human in its form.

INT. ZAVIER'S OFFICE

For the first time we see him full frame and realize Xavier is in a wheelchair.

He sits at his desk, puzzling over the dog tags that Logan claimed were his.

CLOSE UP ON:

The dog tags.

Nothing odd about them at a glance. Military dog tags, weathered and beaten, but certainly plain.

Canadian Military, Logan's name, rank and serial, number. The odd thing is the date of birth.

12/4/-- No year.

His thumb feels the indentation of the word at the bottom of the tag that does not seem to fit here.

WOLVERINE.

Jean knocks on a door before entering.

Xavier looks up from behind his desk and waits.

XAVIER

Well?

JEAN

I think it's time to rewrite the periodic table.

IHT. CAVERNOUS ROOM - DAY

CLOSE UP ON:

The Periodic Table of Elements. A chart made up of blacks depicting the elements and their chemical symbols. Among the standards like Gold (Au) and Iron (I) and Oxygen (O2) is a new square on simple red construction paper tacked to the top.

It contains simply a large letter "A".

TRACKING SHOT THROUGH:

We are in a laboratory of sorts, quite different from the one we just left.

MORTIMER TOYNBEE, a dim, loyal thug whose agile leaping ability, and superhuman strength have earned him the name TOAD, lazily reads the Sports Illustrated Swimsuit issue. His long tongue shoots out - zip - and turns the page.

Across the room, JOHN ALLERDYCE, a wiry, red head whose ability to control fire with his fingers has earned him the name PYRO, is watching TV as he casually weaves a lighted match in and out of his fingers like a magician manipulating a coin.

They are a bestial and sinister bunch. In the corner we see BLOB, no explanation needed, devouring a BUCKET of cereal, precariously balanced on his huge belly. All of-them sit within sight of:

A MACHINE

A fantastic device which occupies a hallowed space in his lab. It is meticulously designed, and, with its intricate circuitry, wires, and power boards, it resembles most closely (and only resembles, because, truly it's like nothing we've ever seen before) a combination of a microwave oven and a fantastic light source - only far more dark and foreboding.

They all watch the television. CNN in fact.

The image on the screen is a helicopter shot of ELLIS ISLAND, with Liberty island and the famous Statue in the background.

NEWSCASTER (O.S.)

After years of tension and criticism of U.S Policies from abroad, preparations are nearly completed tor the upcoming fiftieth anniversary gala celebrating the formation of the United Nations. With nearly every invitation confirmed and more coming every hour, the occasion promises to be the largest single gathering of world leaders, if not the first ever in history. Truly an achievement for the President who has made it his administration's agenda to firm foreign relations. The Celebration will be held on Ellis Island - a symbolic gesture from the President who welcomes the nations of the world to a more open and accepting United States than in recent years.

Blob belches his skepticism deafeningly and the others laugh.

TRACK FURTHER THROUGH THE LAIR AND OUT THE DOOR as the Newscast drones on. Through subterranean corridors (of course) and past dozens of projects that share some similarity to the machine we have seen, including crude designs that have been rejected or stripped of their good ideas.

FAINTLY, we become aware of a clicking sound. Almost like a stopwatch very far away, always growing louder.

The newscast has faded and another voice is getting closer from somewhere down the hall.

Sabertooth emerges around a corner headed toward us, turning just as we get to him.

The clicking is loud and clear now and the sound of the voice is familiar, it is the voice of Professor Xavier.

XAIVER

(on t.v.)

...merely as a means of helping those with these rare and wonderful gifts to learn more about their abilities that they may control them and use then for the betterment of all mankind.

Sabertooth enters an office and we follow him. Seated at a desk in the center of the room is MAX LENSHER- - age - somewhere after sixty, but strong and vital for his years. He is more of ten called MAGNETO.

Xavier is on the television beside him and he seems to be watching it with vague interest. He has heard it all before.

In fact, the graphic in the corner reads.

INTERVIEWER (O.S.)

But some have said you are training a race of superhumans. indoctrinating the genetically enhanced into some strange cult.

MAGNETO

(talking to t.v.)

It's called the fellowship of man and it's worse than a cult. It's a growing concern.

The clicking is from the sound of an executive pendulum thingy on his desk. The six steel balls that bang onto one another from string supports in formation depending on how many are let to fly from either end. One ball strikes one end, one ball swings out from the other. Two balls and two and so on.

Slight difference. The formations change with every strike, defying physics. Oh, and there are no strings supporting the balls, thus defying gravity.

XAVIER

(on television)

I can assure you, the only idea I am putting into their heads is the fellowship of man.

MAGNETO

Ah ha, you see? Xavier, you bullet-head, you haven't changed.

INTERVIEWER

The opposing view on the topic of Mutant registration is Senator Scott Frank Kelly, of Florida, who claims to support the constitutional rights of the genetically enhanced, but whose crusade to register mutants is gaining popularity.

Now Kelly is on the screen, a graphic reading FRIDAY. Magneto shakes his head.

MAGNETO

And look at this one.

When Sabertooth clears his throat, the balls instantly freeze and hover there.

The volume on the television drops, though no remote is in sight.

He notices Sabertooth's apparent exhaustion, his torn clothing, including the slashes in his side. His look asks "what happened?"

SABERTOOTH

I lost him.

MAGNETO

How?

SABERTOOTH

They were there. They knew.

MAGNETO

Do they have him?

Sabertooth nods, frustrated. Magneto thinks for a moment, sharing the frustration. He reaches over and picks up a small vial.

MAGNETO (CONT'D)

The hard way. Page one. As he turns up the television, and again, we don't see how, he fiddles with the vial in his hands, thinking.

Kelly is on the screen giving good face.

KELLY

... it's not the mutants per se that I have a problem with.

KELLY (CONT'D)

They, like any minority, have fears and desires like normal people. But, it's . when their fears are exploited by subversives like this Xavier character.. .And mark my words if the President isn't strong enough to do...what needs to be done...

As the Senator continues we PULL BACK and see Magneto watching this. He begins speaking over Kelly's diatribe.

MAGNETO

And you may mark my words, Senator Scott Frank Kelly. All your plotting, all your hatred. I have plans for you... I have seen your kind before. I've seen you come, and I will see you go.

Magneto holds up the vial with the tiny piece of shiny metal. AS he does, we see THE RED SERIAL NUMBERS TATTOOED ON HIS ARM.

PAN OVER TO A BULLETIN BOARD on the wall beside him.

TO a periodic table, smaller than the first.

But still with that red square and the added letter "A".

INT. LABORATORY - DAY

Logan, looking better, sitting up. Xavier sitting beside his bed. Jean Grey at the floor, looking at his chart.

XAVIER

Adamantium... Until today it was thought to be a myth. Impenetrable, unbendable, resistant to the most extreme heat, cold, pressure and stress. Virtually indestructible. The strongest metal on Earth.

Just then, a spoon creeps in to frame toward's Logan's mouth with a dollop of food on the end. Logan recoils and brushes the spoon away. The hand on the other end is covered in blue hair. All eyes look to Beast, who stands timidly with a tray of vegetables.

BEAST

For strength. It's good for you.

Logan takes the tray from him and feeds himself. Beast takes a place next to Jean.

LOGAN

Go on.

XAVIER

The adamantium has somehow been grafted to your bones. Your entire skeleton is coated with it.

(MORE)

XAVIER (CONT'D)

I am assuming your unnatural ability to heal makes this possible. It also makes you virtually unstoppable. Your metal skeleton may also explain why I am having difficulty reading your mind.

LOGAN

Excuse me?

XAVIER

Surely you didn't think you were the only one with... talents, Mr. Logan.

He looks at Beast and Jean.

LOGAN

Well I'm sure Babe the Blue Oaf here can make a mean strudel, what can the betty

Logan freezes as all of the vegetables on his plate levitate and hover in the air above him.

JEAN

Make you wear your lunch.

Logan nods, conceding.

LOGAN

Gotcha.

The vegetables settle carefully back in place and he continues eating.

XAVIER

How did the adamantium get into your body? Was it the military?

He points to Logan's dogtags. Logan pulls away.

LOGAN

I don't know.

XAVIER

How long has it been there?

LOGAN

I don't know.

XAVIER

How old are you?

Logan is clearly becoming agitated.

LOGAN
I don' t know.

XAVIER
You mean to tell me -

LOGAN
I DON'T KNOW, who are you people? Where
am I? What is this place and why am I
here?

Xavier wisely decides to ease up.

XAVIER
All in time. In a matter in which you can
digest. In the meantime, we would like to
invite you to stay here as our guest. You
are free to go anywhere -

LOGAN
To leave?

JEAN
I wouldn't do that.

BEAST
You've suffered serious internal damage -
even with your ability to heal -

JEAN
. Why was that thing out there chasing
you?

LOGAN
Hey, you know what? I have a great idea.
I don't need any of my questions answered
and you get me some pants.

INT. HALLWAY - LATER

Beast watched Logan finish eating through a tiny window on
the door to his room. Xavier and Jean talk in a whisper, well
out of earshot.

JEAN
...that is completely unacceptable.

XAVIER
That is not who we are, Jean. If he wants
to leave, so be it. All we can do is
encourage him to stay.

JEAN

We don't know who he is, what they were doing out there. For all we know he was working with Magneto. If that's the case then he has already seen too much.

Logan's voice echoes from the other room, through the wall.

LOGAN (O.S.)

I haven't seen anything but the ceiling in this place and I've never heard of "Magneto." Don't any of you guys have names like Bob?

The two of them look at one another, amazed that he could have heard them from that distance through that wall.

Xavier whispers.

XAVIER

Perhaps you would like a tour of the institute?

LOGAN (O.S.)

Delighted. Now can I please have some pants?

Xavier looks at Jean and Beast - this time we hear his voice, but his lips never move. He is speaking telepathically.

XAVIER (V.O)

While I entertain Mr. Logan, perhaps you and Beast can see what you can find out.

Jean nods and leaves with Beast.

LOGAN (O.S.)

And I am a boxer guy, if anyone is asking.

EXT. SCHOOL GROUNDS - LATER

Logan is clearly uncomfortably, antsy, ready to leave. He looks around at what seems to be a prep school, set in a large pre-war mansion on a large and well kept estate.

A soccer game is going on in the background.

ANGLE ON:

The sidelines of said soccer game.

A young girl sits all alone at the edge of the field. Her eyes are deep and sad and her general attitude is not much better. She is not watching the game, however.

Her name is ROGUE, and we will meet her later. She wears an outfit that seems to swath her entire body like a cocoon in thick layers despite the warm weather. Her neck and even her hands are covered. All but her face.

From wear she sits, she watches Logan and Xavier with great interest. Finally she stands and walks toward them.

LOGAN

So all these kids are...

XAVIER

Mutants? Like you? All alike, and all very unique. The rarest cases from all over the globe. Ahh, Scott... Storm.

Logan looks ahead and sees Cyclops and STORM, the two that saved him from certain mutilation in Alaska. They are both dressed in those sweats that Scott was wearing before and they both look as though they have just come from the gym.

Scott's visor does not hide his scrutinous assessment of Logan. Storm is more forgiving.

STORM

He's looking well.

CYCLOPS

Did they sew it back on right?

XAVIER

I believe you have already met Scott and Ororo.

Logan mocks deep thought. Then he points to Storm, then Cyclops.

LOGAN

I'm gonna guess they call you.... Snow Job and you're.... Pink eye.

They both look blankly at Xavier.

XAVIER

Logan is just catching up.

They nod and walk away, unamused.

LOGAN

Bow did they find me, anyway?

XAVIER

I make it my primary interest to find the mutants with the most extraordinary powers. The best potential. We've been tracking you for some time.

LOGAN

Impossible. I would have known.

Xavier taps a finger to his temple.

XAVIER

The mind leaves no tracks/ breaks no branches.

LOGAN

Why then? What for?

XAVIER

Our primary goal here is to allow those with more extreme mutations to learn in an environment with some sense of normality. A place where they will not be treated as freaks and outcasts.

As he says this, one of the kids on the soccer field STRETCHES some twenty feet with one leg and oversteps a sacking. Neither Logan or Xavier sees it.

XAVIER (CONT'D)

Until recently, we were a well-kept secret for the safety of the children as well as the courtesy of the surrounding residents. No one wanted this to be a tourist stop - people coming to get a glimpse of...

LOGAN

The Uncanny Guava-man and his sidekick Flipper Boy?

Xavier smiles politely. He is far too wise to take offense.

XAVIER

Your humor has the ring of a defense, Mr. Logan. I have to wonder if you have ever been open to anything in your life.

PAUSE. Logan is serious now.

LOGAN
Once or twice.

Now they head down a path along the side of the school lined with shade trees. It is quiet here.

XAVIER
If I may be so bold, I don't need my abilities to tell me you're in pain. That you are running from something - from someone.

LOGAN
Is this where I tell you you wouldn't like me when I am angry?

XAVIER
I would like to help you.

LOGAN
I've heard that before.

XAVIER
I am a little different from what you are used to.

LOGAN
I have no doubt. And I appreciate what you did for me. But I get the feeling that the favor wasn't free and I can tell you right now, I didn't ask, so don't ask back.

XAVIER
We want nothing from you, Logan.

LOGAN
Sure you do. You want to know why that thing was chasing me.

XAVIER
He is called Sabertooth.

LOGAN
Imagine that.

XAVIER
Have you seen him before.

LOGAN
Too many times.

XAVIER
And this time he nearly had you.

LOGAN
He's nearly had me before.

XAVIER
And haven't you ever wondered why?

Logan grows grim.

LOGAN
What difference does it make. I have it coming.

XAVIER
What does that mean?

LOGAN
Nothing.

XAVIER
What is it you have done that makes you say that?

LOGAN
When can I leave?

XAVIER
Any time you wish.

LOGAN
Now, would be great.

XAVIER
(pointing)
The front gate is that way.

Logan walks away and out of frame. Xavier sits, watching him go.

LONG PAUSE.

Logan comes back, fuming.

LOGAN
You got a lot of nerve, pal, picking around my insides, spooking up my tailpipe with your... voodoo whatever. I didn't ask for your help. I got no one, don't want no one, not gonna have no one and was happy being no one.

(MORE)

LOGAN (CONT'D)

I was two thousand miles from the heart of nowhere and next thing I know I wake up in the Uncle Fester school for the creepy with a cue ball brain cropper telling me about my pain. My pain. My head is ay wallet, pal. Keep your hands off.

Be walks away again, coming back faster this time.

LOGAN (CONT'D)

This is grotesque what you're doing, you know that? You really think you're helping these kids? There is a real world out there filled with people just waiting for an enemy to make a "them* for them to "us" about. What happens when these kids get out there? How do you prepare them then? Tney'll all come back running to you, man. They'll run screaming.

He is off again. Xavier has not moved this entire time. Logan returns, walking slow, energy gone. Be is holding his side in agony. Bis breathing is heavy.

LOGAN (CONT'D)

That thing tore up my insides.

XAVIER

Lunch?

LOGAN

Sounds good.

Xavier leads the way. Before he follows, Logan looks down the path of trees.

LOGAN (CONT'D)

You can come out now.

And he is gone.

LONG PAUSE.

From behind one of the trees, Rogue emerges, clearly galvanized by what Logan was saying.

INT. WHITIE HOUSE - OVAL OFFICE - DAY

Guyrich and Kelly in front of the man himself. If he is in the chair, he must be THE PRESIDENT.

Xavier is on the television in the same interview that Magento was watching.

XAVIBR

(on television)

I can assure you, the only idea I am putting into their heads is the fellowship of man.

Kelly shuts it off.

KELLY

I'm telling you, Dick, this guy is up to no good.

PRESIDENT

We don't really know that.

GUYRICH

It's people like you that didn't know what Hitler was really up to when he marched into the Rhineland and built his war machine.

The President takes pause at Guyrich's comment, deciding to ignore it.

PRESIDENT

I'm all for some kind of investigation here. But we -

KELLY

What do you think we have been doing for the past three years. How much more information do you need?

PRESIDENT

I just don't see it. This threat you keep talking about. I mean sure, they exist, no one is disputing that, intellectually, I understand you, but the American people are not going to see it like you and I do. We're talking about one tenth of one tenth of one tenth of the world's population here.

GUYRICH

So you won't miss their votes.

The President cocks his head to Kelly.

PRESIDENT

Scott, you really have to get rid of this

KELLY

You gotta see what these freaks can do, Dick. This isn't bending tablespoons or levitating a chick in a tight nightie. These guys mean business. You gotta know where they are.

PRESIDENT

I have a little thing in my way called the Constitution. You might have heard of it. It's what keeps people from calling me "king."

GUYRICH

You know we can take this to the speaker -

PRESIDFKT

And what, Mr. Guyrich? And what? You want this to be a line item on some environmental bill, you go right ahead. You go up against me on this and I'll see you can't get a job as a lobbyist for the guys who sell plastic vomit. What is this? Who do you think you are?

GUYRICH

You're not as powerful as you think you are, Mr. President. The day will come when -

Even Kelly cannot believe his ears.

KELLY

Jesus -

PRESIDENT

You finish that sentence. Mr. Guyrich. Go on.

But Guyrich is quiet.

PRESIDENT (CONT'D)

I thought so. Gentlemen, I am frantically preparing myself for the largest single summit in the history of the planet and I haven't the time nor the inclination to sit here and listen to two yahoos tell me that the end of the world is coming in the shape of some fifteen year old kid from Iowa with bug eyes and big feet. You've got a storm in a teacup here and I will have not one more word said about it.

PRESIDENT (CONT'D)

And until a Mutant takes a shot at me personally/ I swear to you, they are as free as sweat on the equator to do as they please. Good day.

INT. LIMOUSINE - LATER

Kelly and Guyrich climb into the lino and slump back in their seats.

KELLY

Christ sake, what were you trying to do to me in there?

GUYRICH

Someone needed to say something.

KELLY

It's the President of the United States. You were threatening the President.

GUYRICH

It's not him... it's what he represents.

KELLY

Well do me a favor in the future. Save it for the Speaker...

GUYRICH

Where to?

Kelly rubs his eyes.

KELLY

Home.

Guyrich leans forward to address the driver.

GUYRICH

Dulles Airport.

INT. CAFETERIA - LATER

The usual racket made by a hundred school kids at lunch time. Logan can make out Cyclops, Storm, Beast and Jean among the kids eating here.

XAVIER

I am not a naive man, Logan. I accept that life can be cruel. But it is not as much for their safety that we are here as for the outside world.

(MORE)

XAVIER (CONT'D)
Some of these children have potentially dangerous abilities.

Logan is looking across the room at Jean and Cyclops, waiting on line for food. They laugh at some joke and then kiss tenderly. The look on his face betrays a loneliness, a jealousy not of Cyclops, but of them both.

XAVIBR
If they were not educated as to how to control them, they could hurt someone...

LOGAN
You don't have to tell me.

He shakes himself free of the loving couple and looks away, finding Rogue eating alone, away from all the others. She jreals a glance at him and hides her face.

XAVIBR
We are a minority like any other. Only in this instance, there is a justified fear. A rational and very real threat. I am sure you have seen what unfocused prejudice can do. Imagine if the enemy were clearer.

Logan nods, his eyes betraying a lifetime of being that enemy.

XAVIER
You should stay here with us. If only until you completely recover. If after a week you don't feel at home, I'll take you back to Alaska myself.

LOGAN
He'll come here... that thing... looking for me.

XAVIER
Sabertooth?
(smiles)
I'll protect you. As long as you're with me, you'll be safe.

Logan laughs.

LOGAN
Hey, I'm sorry, pops. I don't mean to be the hammer here, but look at you. You're an old man in a wheelchair. What could you do to that thing that I -

SILENCE.

The room with all of its eating, chatting children has fallen completely quiet.

Logan looks around the room and sees that literally every child is frozen in time. Some with food half-chewed in their open mouths, others with laughs frozen on their faces.

It is motionless.

Except for Storm, Cyclops, Beast and Jean and Rogue. They turn around and look at Logan and Xavier as if this display of mental power is nothing unusual.

Logan looks down at Xavier now, who holds a finger in the air as if making a point. He is.

XAVIER

Never underestimate the mind for the man.

And he lowers his hand.

And the lunch resumes - the children never knowing what happened. And for the first time, Logan is speechless.

INT. DANGER ROOM CONTROL BOOTH -DAT

A large, gym-like structure used for TRAINING.

(*Note: this is not your typical "firing range." It's a range designed for people with mutations ranging the entire spectrum. It is colorful, strangely shaoed, full of objects the likes of which we've never seen.)

Outside is a CONTROL ROOM where Jean Grey sits manipulating the various exercises of the DANGER ROOM from a control panel.

CYCLOPS is inside, working on controlling the laser-like BEAM that emerges from behind his visor. He fires at various ODD-SHAPED OBJECTS that dart across the room.

He wears specially-made padding: training gear that resembles well-worn versions of what we'll later come to know as their trademark uniforms.

Logan watches Cyclops a thick PLEXIGLAS WINDOW which divides the room from the control room.

Logan and Xavier enter, watching the exercise.

LOGAN
Just a school?

XAVIER
(smiling)
With a very advanced athletic program.
The younger students call this the
"Danger Room." I thought you might like
to try it eventually. Help you build you
strength.

LOGAN
And prepare me for the day I must face a
flying shape.

Behind them, we notice Rogue in the hallway, watching.

Cyclops glances at Logan. Then, an ODDLY-SHAPED OBJECT shoots
from the back of the room right towards the front... and -
just as it almost hits Cyclops - he BLASTS IT APART with the
laser-like beam which emerges from his visor.

The debris falls through a vent on the floor.

Cyclops exits the floor and enter the control room.

LOGAN (CONT'D)
Nice... eye.

CYCLOPS
Nice hair.

Jean laughs.

CYCLOPS (CONT'D)
(re: Danger Room)
Wanna give it a shot?

XAVIER -
Perhaps you should wait until you're
feeling -

LOGAN
I'd love to.

Logan looks at the room. Nods - piece of cake. H* ushers
Cyclops aside. Cyclops motions to the rack of UNIFORMS
hanging along the wall.

CYCLOPS
You might want to -

Logan shakes his head and enters the danger room.

INT. DANGER ROOM

Logan stands in the center of the room, taking a look around and getting familiar with his surroundings.

INT. DANGER ROOM CONTROL BOOTH

Cyclops and Xavier watch from behind the thick Plexiglas. Jean hits a lever on the control panel.

The first object SHOOTs out of the wall.

INT. DANGER ROOM

Logan ducks, bending backwards like a batter from an inside pitch.

Logan turns to the control room and smiles.

INT. DANGER ROOM CONTROL BOOTH

The shape smashes hard but harmlessly into the Plexiglas window. no one in the booth is fazed.

Jean takes the lever up another notch. Cyclops smiles. Xavier remains concerned.

INT. DANGER ROOM

A hole in the wall opens. Logan again hears it coming and turns to face it.

Another object shoots out at him and he EXTENDS HIS CLAWS, SPEARING IT.

He turns back to the control room and retracts his claws with the object impaled on them. It falls away.

Another object fires, claws extend, slicing it in two. Then another, then another. The first is smashed, the second is speared. As yet another object comes at him, he throws the one he has just spiked into the latest flying object and the two smash in midair.

INT. HALLWAY

Rogue smiles to herself.

INT. DANGER ROOM CONTROL BOOTH

Cyclops leans into the mic that is connected to the P.A. in the Danger room.

CYCLOPS

You really might want to wear some gear.

Logan turns to face him, holding up his hand as his claws retract, we cannot help but notice that the middle claw lingers in a familiar sign of defiance.

Cyclops leans in and whispers to Jean. She pushes the lever a little higher.

INT. DANGER ROOM

Logan sees this and scowls.

Two objects come at him from opposite directions. He crosses his arms and smashes them both.

Now an array of multi-shaped and multi-colored objects emerge from the wall and shoot toward him. Logan jumps over one, smashes the second and/ with a twist and a half-pike, nails the third.

Logan's breathing is getting heavier. Not exhausted... angry.

INT. DANGER ROOM CONTROL BOOTH

Xavier is watching this with growing interest, seeing something new in Logan's features.

Another object comes at him and he destroys it, but now with a venom. No longer playing.

Cyclops leans forward and hits the lever, driving it to its highest level. Jean shoots him a look.

Now, suddenly --

The FLOOR FALLS OUT BELOW LOGAN... and HE DROPS THROUGH. Then a powerful STREAM OF AIR shoots up through the opening... and...

...Logan rises back up into the room, off balance, in the continuous flood of air. He ducks and rolls, swinging wildly as he tries to maintain a kind of equilibrium in the air -- more fireballs shoot toward him -- He deflects one, but the other ignites his clothes.

INT. DANGER ROOM CONTROL BOOTH

Cyclops smiles. Hot shot ain't so hot after all.

But something is wrong -- Jean senses it -- she leans closer to the Piexiglas, concerned --

Logan starts to breathe heavily as he swings wildly, out of control in frustration. The hair on his body stands on end.

JEAN
Professor...

XAVIER
My God...

Logan spins madly, and SUDDENLY EXPLODES INTO:

A BERSERKER RAGE.

This is an absolutely PRIMAL RAMPAGE — it is UTTERLY FERAL — BLIND FURY — unlike anything «e have ever seen in its INARTICULATE VIOLENCE.

Logan SLASHES AT EVERYTHING IN SIGHT — cutting his own clothing — then himself.

INT. HALLWAY

Rogue reacts, frightened.

INT. DANGER ROOM CONTROL BOOTH

Xavier, horrified, yanks the lever down — OFF. He hits two ~" more buttons.

The floor closes. Extinguishers from the ceiling shower down and extinguishes Logan's burning clothes.

Logan hits the floor. But he's still moving. Xavier shoots an admonishing look at Cyclops.

INT. DANGER ROOM

Logan furiously lunges around the room.

His claws rake along the padded wall, shredding it.

INT. DANGER ROOM CONTROL BOOTH

JEAN
You'd better bring him down.

Now Xavier focuses his sights on Logan and USING TELEPATHY, XAVIER, literally, TRIES TO SHOT LOGAN DOWN.

XAVIER
I..... can't.

Logan spins to glare at Cyclops ~ who is stunned by the wild display ~ and Logan's blind rage is suddenly transferred to Cyclops. HE STARTS TOWARD HIM, heading right for the Plexiglas. Cyclops backs up, his fighting visor glowing red.

Logan lunges with his claws, driving them through the Plexiglas, inches from Cyclops's face.

Then it stops... Only the sound of Logan's intense breathing as it wanes.

Logan yanks back his claws and they retract. He stands in the middle of the Danger room, still trying to control himself.

Jean dares to walk in there with him. Cyclops goes to stop her, but Xavier halts him with his hand.

Logan spins around and looks at Jean as she crosses the room to him. He crouches as though preparing for an attack - his animal instinct taking over for the moment.

Slowly, his claws extend from his free hand. The others still remain locked in the glass, pointed at Cyclops.

CYCLOPS

JEAN.

Jean never takes her eyes off of Logan.

JEAN

I'm alright.

LOGAN

This is not where I am supposed to be.

JEAN

This is where you belong.

LOGAN

She said the same thing to me...

JEAN

Who?

She is getting closer now.

LOGAN

It doesn't matter... She's gone - Get away from me.

He raises his claws to protect himself.

JEAN

Hurting me will only make it worse,
Logan.

Logan struggles, muscles straining as though unable to move of his own free will.

Now Jean is within reach, the claws mere inches from her throat. She moves toward them, closer... closer... until...

They retract, slowly, reluctantly, easing back into his body. Resigning.

Cyclops watches this with obvious concern and mixed emotion.

Then she touches his hand and he crumbles.

Jean catches him and helps his exhausted body to the floor.

LOGAN

You should have left me. I could have
died then.

INT. HALLWAY

Rogue stands hidden in the shadows, having seen the whole exchange. Moved and torn as to what to do, she hurries away.

EXT. SKY - EVENING

A Helicopter streaks across the sky.

INT. HELICOPTER

Kelly sleeps fitfully in the large seat. A bump of turbulence He wakes suddenly and looks out the window, seeing the ocean

Kelly looks out the window again and sees water. They are flying low.

He looks at Guyrich who sleeps as well. He wakes him.

KELLY

Where the hell are we?

Guyrich looks out the window and looks at Kelly pazzled. He stands and goes to the door to the cabin of the helicopter.

GUYRICH

Pilot?

No answer.

GUYRICH (CONT'D)

Pilot, what is this? PILOT?

Kelly looks out the window now and sees the helicopter is closing in on an island- where is anyone's guess. What is known is that the place is no pleasure resort.

It is in fact some sort of refurbished island fortress, complete with turrets, built right into the side of the cliffs.

EXT. UUTOIMG SIGHT

A clearing in the middle or a ring of trees at the base of a rocky rise. The helicopter touches down.

THE PILOT, wrapped from head to toe in a flight suit and helmet, gets out and opens the side door, exposing Kelly and Guy rich to the intense wind of the rotors. They cover their eyes, cowering.

KELLY'S P.O.V.

Two figures come out of a hole in the mountain. One seems - extremely larger than the other.

Guyrich and Kelly step out. As they get closer he can make out Magneto and Sabertooth.

KELLY

Dear God... Dear... God.

The Pilot removes his helmet to REVEAL:

Toad, smiling.

KELLY (CONT'D)

What the hell is this?

Kelly is utterly confused. As Magneto nears, Guyrich steps forward to greet him, putting his arms around Magneto's neck and kissing him deeply. Then Magneto looks deep and loving into Guyrich's eyes.

MAGNETO

It's always your type that has something to hide.

And with that GUYRICH MORPHS into a beautiful woman who will heretofore be known as Mystique. Her mutant power requires no explanation.

Kelly, of course, is shocked. Mystique shows a little hip, raising the waistline of her outfit mockingly, as the last of what we thought was Guyrich slips underneath.

KELLY

You... wha... who are you... Where is Guyrich?

MAGNETO

He's been dead for some time, Senator. Care to know how long? Or would you rather not think about it.

Makes your skin crawl, doesn't it? Magneto shakes with a mock case of the willies.

KELLY

You bastards.. Who are you?

MAGNETO

Who we are is not nearly as important as what we are. Say, now that is a lovely soundbite. Use it as your own. It'll come in handy.

Toad and Blob grab the Senator as he runs back for the Helicopter in vain.

KELLY

What do you want?

MAGNETO

What we want is not nearly as important as who we want. Ooo, I love this. I could write a book of these.

KELLY

Whatever you do to me... no matter what - You'll make me right. Every word I have spoken will be confirmed.

MAGNETO

Gosh, I hope so.

As Kelly struggles against all hope.

KELLY

People like you are reason people like me exist.

And with that, Mystique walks up.

MYSTIQUE

And people like you are the reason I was
afraid to go to school.

WHACK - she strikes Kelly with enough force to:

BLACK

INT. MACHINE - NIGHT

Kelly comes to.

Magneto walks past him, holding the vial we have seen him
with before. The vial with a tiny piece of Adamantium.

PULL OUT TO REVEAL:

Kelly is strapped to a metal chair, bound impossibly tight.

He watches as Magneto "levitates" the metal sliver and places
it inside a tube at the bottom of a large spire in the center
of the room some thirty feet high with a misshapen glass dome
at the top.

He walks toward the opposite side of the room and watches as
the sliver of metal floats to the top of the device, through
the shaft and into the glass dome above.

Inside the dome is a metal structure resembling the model of
an atom. It expands as it receives the sliver.

Magneto raises his arms, mostly for effect - having fun being
the conductor of his grandest experiment.

Kelly's eyes grew wide with fear as the me-cal begins to
glow. Dull at first... then brightly... too brightly.

The dome vanishes in a light so white, it defies description.
A light that seems to ooze rather than radiate. A light that
fills the room as it expands outward and engulfs everything
in sight.

It is liquid light. Creeping and unstoppable.

Kelly clenches his teeth as it washes over him. Magneto
raises his arms and revels in its overtaking him.

From outside the room, Toad and Sabertooth watch through the
window, it comes through, first casting its shadows darkly
against the wall, then erasing them as it swallows them - as
though they were never there.

INT. HALLWAY

From under a door, the light leaks in, literally like water in a sinking ship, filling the room.

All through the lair, airvents, keyholes, drainpipes and the like, the liquid light fills the lair to the gills.

EXT. MAGNETO'S LAIR - NIGHT

THROUGH THE TURRET ATOP THE LAIR, the light beams up into the night sky, shining like a beacon for miles.

Then the white light obscures all.

INT. MACHINE

Kelly grits his teeth, barely visible in the whiteness.

Then it is gone. He hangs his head in exhaustion, a pink glow to his skin, but otherwise seemingly untouched.

INT. MANSION - NIGHT

Rogue. The waif is h young thing who hides so well in the shadows seems more comfortable to be moving through the mansion at night.

She passes through halls and rooms not making a sound in her strangely-swathed bodysuit.

INT. BEDROOM

She creaks a door open slowly, letting a shaft of dim light slice the darkness.

She walks in to a figure laying in bed and stands over him. Over Logan.

He lays under a single sheet, sweating, his eyes moving quickly this way and that in R.E.M. His hands twitch.

Rogue leans in closer, as though trying to see his thoughts.

PUSH IN ON LOGAN'S EYES AS THEY MOVE UNDER THE LIDS.

FLASH - DREAM SEQUENCE

INT. LABORATORY

Like none we have seen thus far. In fact, judging by most of the instruments here, we are looking at a laboratory some fifty years old.

Logan looks down and we can see his body, naked, strapped to a tab.

A hand puts a mask over his mouth and -

BLACK

For a moment...

He awakens,

STILL LOGAN'S P.O.V. -

He struggles weakly with restraints as doctors in lab coats and thick, red rubber gloves stand over him taking notes, paying very little attention to him at all.

He looks to his right and sees some sort of device -A LONG THICK CYLINDRICAL DEVICE that resembles some of the parts of the machines we saw in Magneto's lair.

On the other side of the room is a huge vat filled with some kind of molten metal. At the base of the vat is a small fork with a piece of filament in it that seems to be the source of heat for melting the metal in the vat.

AGAIN THE MASK PUTS HIM AND

Awake again, but this time sinking into water - restrained completely now.

Logan looks down and gets only a glance of his body, seeing that he is a series of incisions from head to toe - literally split open - the flesh held back with hundreds of clamps.

HE SINKS INTO THE STRANGE LIQUID - LIKE WATER, BUT THICK AND VISCOUS.

And the sound of a DROWNING SCREAM -

AND THE METAL IS POURED IN AFTER HIM.

THE SOUND OF MOLTEN METAL HITTING LIQUID IS UNNERVING. Mixed with screams, it is unbearable.

INT. BEDROOM

SCREAMING

Logan's. Screaming as he comes to.

Logan's eyes FLASH OPEN. He looks up and sees a figure looming over him. In a flash he reacts.

THUD. Nothing more. Then Silence.

The door bursts open and Beast stands in the doorway, shocked. Frozen. Cyclops and Jean are next and Finally Xavier and Storm. They can only stare.

Logan sits upright in bed, CLAWS EXTENDED, INTO ROGUE'S CHEST. She is literally frozen on the end of his arm.

Finally, Cyclops breaks the silence and moves to grab her.

XAVIER
DON'T TOUCH HER.

Cyclops freezes. Logan finally pulls the claws free and retracts them. Rogue staggers, she pitches forward and touches his face gently with her hands, as though he would like to be the last thing she sees on this Earth.

Logan and Rogue, locked in a violent and fatal moment of tenderness, sharing a look of loneliness that only they can understand.

But Suddenly, Logan seems to change. He is in pain.

LOGAN
What is...

And Before he can for another word, he begins to tremble, then he starts to howl in pain.

Rogue SNAPS BACK, mouth open in a gaping, silent scream. What sound cozies out does not match the expression at all. Merely a gasp, like steam escaping. Through the huge slash in her clothes, we see the wound on her chest slowly vanish.

Before long, she transforms back into a healthy young girl with no sign of injury.

Then, her breathing starts to accelerate, much in the way Logan's did - too much like Logan's did. It is as if she has taken on his trait of berserker rage. Soon she is smashing things all around her. One hand rakes the wallpaper like claws.

Finally, she gets a hold of herself, becoming the introverted Rogue we all know so well.

Then she stands slowly, looks at the others who all look at her in shock and surprise.

And she runs from the room.

XAVIER

Let her go.

And all eyes turn to Logan, who sits with his head in his hands.

ZHT. CELL - LATEX

Kelly comes to with a start, his suit is rumpled and dirty, showing signs that time has passed.

KELLY'S P.O.V.

A television outside the cell is on to keep him occupied. News coverage of the Ellis island summit.

He looks around to see he is in cell with no door, simply bars that jut out of the stone floor and ceiling.

Only a sink a toilet and a stainless steel mirror are here as comforts. Not even a bed.

Magneto is in the cell with him.

Just beyond the bars, he sees Sabertooth playing chess at a small table. Kelly cannot believe the sight of the latter, having never seen such an extreme mutation.

The pieces on the chess board are metal, and some invisible force moves the pieces playing against Sabertooth. Certainly this Magneto.

It is as though they do not notice him. Until he grabs his belly and doubles over, groaning in pain. Magneto looks at his watch.

MAGNETO

And how are we feeling, Senator?
Advanced, I hope.

KELLY

What did you do to me..? OH GOD.

As Magneto studies his painful reaction.

MAGNETO

Are you a "God-fearing man" Senator?

Kelly's reaction tells him he is certainly afraid of something right now.

MAGNETO (CONT'D)

I have always loved that term. As if there were something to fear.

Kelly moans in crippling pain.

MAGNETO (CONT'D)

Interesting fellow, this God. The power to drift a continent a few inches... drop whole canyons a foot or two. Impressive, wouldn't you say?

Magneto moves a pawn.

MAGNETO (CONT'D)

But do you think that God Himself is ever going to actually step in and do something really, really scary? He's not, Senator. You know why?

The Senator just glares. Magneto bears in:

MAGNETO (CONT'D)

He works too slowly.

MAGNETO (CONT'D)

Man, however, seem to have the ability to make leaps and bounds in his apparent absence. Punching holes in the ozone melting the ice caps, and in all other ways making the Earth a better place... But for whom? For you, Senator? Not likely. At least... not until now.

Kelly jolts from a new pain just coming in.

MAGNETO (CONT'D)

But what if you could change - adapt to your new environment. '

KELLY

What are you—?

MAGNETO

What if you could breath pure carbon monoxide, Senator? The kind your fellow man is pumping straight into the atmosphere as we speak? Fly above the water that might one day cover the face of the Earth, or swim faster than any fish in the sea. What if your bones could heal - quickly - immediately? What if you could walk through walls?

MAGNETO (CONT'D)

If you could move things with your mind?
If you could read minds? WOULD YOUR
CONSIDER YOURSELF A FREAK OF NATURE,
SENATOR?

(then)

Or would you just consider yourself
prepared... for the future?

Kelly winces from some terrible agony.

MAGNETO (CONT'D)

Don't fear God, Senator. And certainly -
most certainly...don't fear me.

(smiles)

I'm here to help you. You...the man who
represents everything I hate about the
Homo Sapien. Because I'm going to turn
you - and leaders like you - into us.
Believe it or not, you are a leader,
Senator Kelly. You set an example. For
others. And if more of you were like more
of, well, us... the world would be on the
way to becoming a much, much better
place.

A beat.

MAGNETO (CONT'D)

Welcome to the future, brother.

And Kelly SCREAMS IN HORRIBLE PAIN.

The bars of the cell suddenly bend and make room for Magneto
to exit. Then they bend closed behind him.

INT. XAVIER'S OFFICE

Logan sits in sweats now, much like the ones Cyclops and the
rest wear after the danger room. He hangs his head sullenly
as Xavier speaks.

XAVIER

Rogue came to us a few years ago. She was
formerly in the care of a mutant named
Max Lensherr. Have you ever heard of him?

LOGAN

No.

XAVIER

He's also known as Magneto?

LOGAN

No.

XAVIER

He is an old friend/ an old adversary. He heads a more radical cell of mutants bent on domination rather than cohabitation. I am fairly certain it is he who sent Sabertooth to find you. For what I do not know.

Logan shrugs.

XAVIER (CONT'D)

Rogue was in love with him. But she was outcast. Unable to serve him as he saw fit. That is to say, she had a conscience.

LOGAN

What happened to me in there?

XAVIER

Rogue's ability as a mutant is simply put the power to take the abilities of other mutants. Had she touched you much longer, you would have been drained completely, possibly killed. Her first, encounter with this manifested itself during her first kiss. The boy in question, not a mutant, never recovered. Until tonight, none of the others knew, except that they were not to touch her.

LOGAN

I am sure a man of your educatio.. has heard of a girl named Pandora.

XAVIER

You must understand, I have spent the better part of my life teaching these people to embrace what they have as a gift rather than hide it like an affliction. For some it has become their identity. You mock the names these people choose, but they wear them as badges of pride in who they are against nearly universal prejudice. And then, suddenly in their midst is one of their own who can t'ake all that away from them. Leave them with nothing. She would have been an outcast amongst the outcasts.

LOGAN

So what now? You're blaming me for -

XAVIER

I think I will, yes. I think I will hold you responsible enough to keep you here. I'll make you a deal. You work with me for an hour a day. We will try our best to look into your past and find out who you are, where you came from - if you let me, I know I can.

LOGAN

I told you I don't want your help -

XAVIER

This is not for you, you idiot. It is for Rogue. You are the first living being she has touched in fifteen years. If that is not the basis for some attachment, I don't know what is.

LOGAN

Sonofabitch.

XAVIER

A stranger looking in might say you had it backwards.

INT. HALLWAY - LATER

Logan walks out into the hall and nearly runs into Rogue.

She looks at him shyly and steps back. She is wrapped freshly in a thick swath of clothing from head to toe. Only her face is visible.

It is a painfully awkward moment. Then:

LOGAN

I uhhh. I don't know how old I am. I know I've been through several wars, should have died in all of them. The first time I saw a gray hair I... I cried because it was the first sign of age I had seen in decades. It's the uncertainty that frightens me. Wondering if some day - any day - will be my last.

She nods, understanding.

LOGAN (CONT'D)

And uhhh... when you... when you touched me tonight.

And a tear springs from Rogue's eye.

LOGAN (CONT'D)

When you touched me. I felt for one brief second... the hand of death. And I know it's out there now... I know it can happen to me.

She is sobbing silently now, stepping a little further back.

LOGAN (CONT'D)

And I just wanted to thank you.

And she looks up at him, shocked. Unable to control herself, she wraps her arms around him, careful not to let her face touch him. Tears flow freely down her cheeks.

Finally, Logan's hands come up and slowly wrap around her.

Leave them like this. They deserve it.

INT. MAGNETO'S LAIR

Kelly is hunched over his toilet, heaving.

On the television is an interview with Xavier that we have seen before. The same words about fellowship of man, etc.

Kelly slumps to the floor, catching a glimpse of himself in the stainless steel base of the sink in the corner. And so do we.

His skin seems to be turning white. Worse yet... not white. Veins are visible all over his face and he has thinned considerably.

A lock of hair is in his face and when he goes to brush it aside, it simply falls out in his hand, leaving a patch of skin on the front of his scalp matching perfectly the skin on his face.

AND HE SCREAMS.

He seems to be excreting some sort of clear fluid and his breathing is starting to take on a gurgle that is all too unpleasant. He is in obvious pain.

He walks toward the cell and tries to look down the hall, pressing his face to the bars at the spot Magneto had bent them.

It is only then that he hears a slight crack and his head squeezes between the bars like a soft-shelled egg. He gasps in pain, choking on the clear mucous.

After adjusting to the shock of what has happened, Kelly gets an idea. He turns his shoulder toward the bars and begins to push. His feet slip in the floor and his fingers stretch and crack inside, then his ribs begin to pop one by one with the brittleness of undercooked spaghetti. It is agonizing, but Kelly finally manages to pull his horribly-altering body through the bars.

Once through he looks around the room and finally sees down the hall where we first went on our way to meet Magneto. We even hear the familiar clicking of the balls on his desk.

Kelly, with only that way to go, does so, passing once again the odd assortment of machines, very reminiscent of the one in Logan's dream.

The clicking gets louder and louder the closer he gets to what we know to be Magneto's office.

Finally he arrives, with no recourse but to pass the open door.

INT. MAGNETO'S OFFICE

The balls clicking in their oddly familiar, but totally unnatural state, banging in to one another in an array of combinations.

Suddenly, they fall, hitting the desk and rolling every which way.

Magneto looks at the gelatinous creature standing in the door who looks back at him. It is hard to tell which one is more surprised.

He smiles, unable to hide his pride at his creation.

MAGNETO
Magnificent.

Then Kelly bolts, running so fast, his slick-skinned feet slip out of his shoes.

Magneto is up and after him, but not before hitting a red alarm button just beside his desk.

INT. HALLWAYS - VARIOUS

Magneto cannot see Kelly, but the sloppy trail of slime he is leaving makes him easy to chase.

He finds a pair of socks left much like the shoes.

Sabertooth overtakes him in the hallway, following the same trail.

MAGNETO

Alive.

SABERTOOTH

I'll find him.

MAGNETO

ALIVE. -

And Sabertooth is off with his own unnatural speed.

INT. HALLWAY - ELSEWHERE

Toad, Blob and Pyro split up, looking this way and that.

Toad heads down a particularly dark hallway and slows down, listening. All he hears is the dripping of water in the Subterranean corridor.

He walks past a drain pipe that leads to who knows where, so small - perhaps ten inches in diameter, he does not think to notice it.

Once he is safely by, a large bubble of clear goo emerges from the drain, rolling over to reveal it is Kelly's head, looking both ways before emerging further.

He drags himself out, face contorted in a silent scream of agony.

He comes up onto his "feet" and looks at his fingers, now more like tentacles reaching up to his elbow. He is so busy seeing if the coast is clear, he does not hear blob coming up behind him.

Blob throws a meat-fisted punch which tears Kelly's suit and rams right through back and out his chest, doing almost nothing otherwise.

Kelly goes to grab Blob's fist and his rope-fingers wrap around the giant's flesh and instantly bring scarlet, burn like welts to him. Much like the tendrils of a jellyfish.

Blob screams in agony, pulling back and wrapping one hand around the other, now burning his good hand all over the palm. More screaming, and the sounds of Toad coming back.

Kelly runs past a helpless Blob.

INT. HALLWAY - ELSEWHERE

Kelly is now headed down a large, open corridor ouch like a traffic tunnel. At the end is moonlight, and Kelly gives it whatever he has to get there.

But Sabertooth is behind him.

Kelly hears the pounding feet and screams in terror without even looking back to see what it might be. Sabertooth overtakes him despite his speed and lunges, diving for the wretched creature.

He lands face down on the floor, just as he catches Kelly firmly by the ankle with both hands. Got him.

But no. Kelly's slick and jelly-like leg simply quirts out of his grasp and he keeps going.

EXT. MAGNETO'S LAIR - CLIFFS

Kelly comes to the edge of a sheer cliff. End of the road. Several hundred feet straight down and jagged rocks below.

He turns hearing the underbrush crashing behind him and sees Sabertooth, Pyro and Toad all closing in on him.

Kelly thinks for moment, panicked and desperate.

Then he resigns, holding his tentacles out like the arms they used to be as if to say "I give up..."

And he falls backward. Sabertooth makes a desperate lunge and almost falls after him. Only Pyro and Toad are there to catch him.

They all watch as Kelly falls silently toward the rocks below, looking up at them with almost a smile.

SPLATCH

His "body" hits the rocks and tquirts out like toothpaste from the tube through the neck of his suit, leaving it as the only reminder that he was ever there.

A moment later, the waves come and takes care of that.

INT. MAGNETO'S OFFICE

Now he sits at his desk, chin in his hand, the metal balls flying in front of him as they would a juggler in ever •_J complicated patterns.

When Sabertooth walks in, the hover in front of him in the form of a question mark.

SABERTOOTH

He's dead.

Frustrated for only a moment, Magneto adjusts.

MAGNETO

It changes nothing. We'll simply make our debut without him. ,

Then Magneto smiles.

MAGNETO (CONT'D)

It was magnificent, was it not?

IHT. REC ROOM

Storm, and Beast along with several of the students, all sit watching television, but not really paying attention. It is the quiet, somber aftermath of what they have just witnessed.

On the television, we see SEVERAL NEWS HELICOPTERS circling a platform built against the backdrop of the main entrance to Ellis Island. We see massive security measures, the likes of which have never been attempted, being prepared.

NEWSCASTER

Is there such a thing as too much security? A possible complication adding to the Ellis Island Anniversary of the U.N. assembly is the sheer number of security personnel. The Secret Service's Request has been denied unanimously by other nations of the world to allow them to coordinate on their own. Special U.N. council coordinators have thus been brought in to help aid in the communication of security units speaking in nearly two dozen different languages, each their to protect tneir own. Here now with the rest of the story is -

Beast is the first to see Rogue enter the room and he immediately stands. Then Storm sees her, she smiles.

But the students... There is an unspoken moment of tension in the room. Some of them clearly look, at her as if to say she is not wanted. Whispers to one another and then a LAUGH.

Rogue tries to say something, but cannot. The look on their faces in all its ambiguity is too much for her. She turns and runs from the room.

STORM

Rogue - wait -

But Beast stops her.

EXT. MANSION - DAY

Rogue runs unhindered through the gates at the edge of the estate.

ANGLE ON:

Across the road. The leaves on the trees seem to move. Then one of the trees itself.

Then, his camouflage fading, TOAD comes down from the treetops, heading in Rogue's direction.

INT. DANGER ROOM - DAY

Logan in a suit not unlike the ones we saw Cyclops and Storm in at the beginning. It is skintight and seems to cover him well.

Jean Grey is helping him adjust it to fit him. At the same time, she is attaching remote electrodes to the suit around his heart, temples, etc.

Xavier watches from the booth. He is adjusting the dials on a wireless EKG that is monitoring all of Logan's functions.

Cyclops is at the controls, ready.

JEAN

This will give you a little more protection than the last time. Obviously, we would make one more suited for your abilities.

SHOOK. Logan's hands come up, claws having extended through the special gloves, tearing nasty holes in them.

LOGAN

As you were saying...

Jean smiles.

JEAN
Put those away.

Xavier's voice comes in over a loudspeaker.

XAVIER
We're going to try and repeat yesterday's performance. This time, however, I want you to try and concentrate for as long as is possible as to what thought, memories, notions - no matter how fleeting - enter into your mind. Do you understand?

LOGAN
What if they're naughty?

He is looking at Jean when she says this. She smiles, shaking her head. Cyclops is clearly not happy about it.

Storm and Beast enter the booth behind them in a panic. We hear only muffled conversation through the mic, then Xavier, loud and clear.

XAVIER
WHAT?!

Jean and Logan look at one another, then dash into the booth.

INT. BOOTH

JEAN
What is it?

STORM
Rogue is gone. Some of the students... reacted.

XAVIER
I knew this would happen.

JEAN
How in the world could you have let her go?

BEAST
It seemed best if we just -

LOGAN
Let her figure out your problems for you?

CYCLOPS

Hey, tough guy, stay out of it, okay?
You've got one day in this place.

In the booth, Xavier shuts his eyes, concentrating.

LOGAN

Enough to see you hypocrites have your
own standards just like the rest of them.

BEAST

I hardly think that's fair.

LOGAN

Just look at yourself, Boo-Berry, and
tell me what's fair.

Cyclops lunges for Logan. CLAWS EXTEND QUICKLY, ready to
kill. Beast holds Cyclops back and shakes him just as his
eyes are heating up.

JEAN

ENOUGH. None of this matters, what is
important is finding Rogue and bringing
her back before something happens to her.

XAVIER

I found her.

INT. WESTCHESTER MILL - DAT

A mother and child wander in a typical shopping daze.

PULL OUT TO REVEAL

A particularly crowded day at the mall as Rogue comes up the
escalator, wandering through them all.

She walks under a high domed glass ceiling, revealing bright
light outside.

She walks over to a Victoria's Secret store and looks up at
the mannequins in the windows who wear almost nothing at all.
Quite a contrast from her own, stifling garb. She touches the
glass as though trying to reach them, then she moves on.

ROGUE'S P.O.V.

She looks all around the mall at the many oblivious people
here. Children playing tag on one side. A young couple
holding hands.

Human contact all around.

She walks past a small child, her hand nearly brushing the girl's hair. She passes an elderly couple seated on a bench, daring to come within inches, dying for the slightest touch.

FINALLY: .

She sees a young man looking in the front window of SHARPER IMAGE STORE. She walks over and stands behind him, slowly raising her hand to touch him.

Her fingers come painfully close, getting closer.

STORM (O.S.)

ROGUE.

Rogue turns and sees:

Storm, coming to her through the crowd. A SHIFT IN THE CROWD and Storm loses sight of her.

INT. MALL - ELSEWHERE

Rogue- runs up the escalator and runs right into Storm, nearly touching her.

STORM

You don't have to run.

INT. FOOD COURT - LATER

Rogue and Storm have a cup of coffee by a glass railing that looks down on the rest of the mall.

ROGUE

I fell off the wagon. Hard. I feel like if I don't touch another human being...

She starts to cry now.

STORM

It's okay.

ROGUE

I don't want to live-like this.

STORM

All of us have those days.

ROGUE

But you can touch. You're not alone. No one is alone like I am.

STORM

That may be so, but you were put here for a reason.

ROGUE

I can see that look.

STORM

What look is that?

ROGUE

That look people get when they want to touch you - to make you feel better. I see that look all the time. It ends with this expression I am sure lepers know pretty well.

Just then, Rogue looks down and sees Cyclops on the lower level, obviously searching for her.

STORM

I'll touch you.

Rogue's attention snaps back to Storm.

ROGUE

What?

STORM

I said I'll touch you. Is that what you want? Here.

She reaches for Rogue, who recoils.

ROGUE

Don't.

STORM

I am serious. Come on.

ROGUE

Get away. Please. I didn't mean it.

STORM

Then you touch me.

ROGUE

No.

STORM

Then quit your crying. Stop complaining about how hard it is to be you. You want to die, go and kill yourself.

(MORE)

STORM (CONT'D)
Otherwise, stop being such a martyr. Get
over yourself.

Rogue looks at Storm in shock. But not so much as to notice something over her shoulder. A movement on the other side of the mall.

ROGUE'S P.O.V.

Storm seems to be in two places at once, because now she is all the way on the other side in front of a large planter, watching Rogue talk with... well... Storm.

The tree behind her turns an autumn red and the leaves fall off.

AS A MASSIVE FIGURE MOVES INTO FRAME BEHIND HER.

INT. MALL - LONER LEVEL

Cyclops looks up and sees Rogue sitting with Storm, looking over at something.

He turns in time to see that The other Storm is being CHOKED BY SABERTOOTH, her feet not touching the ground.

He tries to get a shot with his visor, but too many people are in his way.

INT. MALL - UPPER LEVEL

Sabertooth smiles as Storm struggles to turn. He whispers in her ear. ,

SABERTOOTH
Scream for me.

INT. DANGER ROOM - CONTROL BOOTH

Back at the mansion, Xavier is watching Logan go through a light routine in the Danger Room with Beast at the controls.

Suddenly, Xavier touches his throat, then raises a shaking hand to his head.

XAVIER
Dear God.

BEAST
What is it?

XAVIER
Stay here with Logan. Whatever happens,
do not leave the school.

And he is gone.

INT. MALL - LOWER LEVER

Cyclops has a clear shot now. His eyes start to glow brightly.

Suddenly, a familiar movement on the pedestal behind him. Toad has been camouflaged the entire time. He comes down and licks HIS LIZARD-LIKE TONGUE, snatching the visor from Cyclops' face.

MAYHEM

Light like we have never seen comes blasting out of Cyclops' eyes without any sort of control, as if a fire hydrant had been ripped from the ground.

His head comes back and the light blows the whole of the glass ceiling to smithereens, bringing it down on panicking shoppers who scatter.

Toad leaps to the second level and then again out of sight.

MALL - UPPER LEVEL

Sabertooth reacts, surprised by the sudden shift. This gives Storm one last chance to breathe.

We notice now that something is happening to her body.

INT. MALL - LOWER LEVER

Cyclops runs helpless, trying to cover his eyes. Small streams of light shoot through his fingers, sprinkling damage wherever they go.

He heads right for a woman and he can hear her screaming, frozen in his path.

CYCLOPS
GET OUT OF THE WAY. GET OUT OF THE WAY.

He opens his eyes instinctively to see where he is going. She ducks in time to miss the BLAST OF PURE ENERGY SHOOTING FROM HIS FACE.

FOLLOW THE BEAM TO:

A CRYSTAL STORE AT THE END OF THE MALL

Through the window and into a chandelier, refracting at the speed of light through nearly every piece of glass in the place.

The owner comes running out as:

AN EXPLOSION OF GLASS FOLLOWS HIM.

IHT. HALL - UPPER LEVEL - POOD COURT

Rogue turns to look at the Storm she is sitting with who is laughing as she shrugs.

"STORM"
We missed you, babe.

INSTANTLY, ROGUE LASHES OUT, GRABBING HER by the face. "Storm" struggles at first, then begins to tremble much in the way Logan did. Then worse. She turns into Mystique, her true identity, as Rogue turns into Mystique.

Now there are two. They begin to struggle violently. One to be free, the other to hold on.

They fall out of frame - after a moment one rises up. Which Mystique it is, we cannot tell.

She leaves the other in a heap on the floor.

INT. MALL - UPPER LEVEL

Storm, nearly lifeless now, struggles with what little she has to get free of Sabertooth. He relishes a kill at last.

Storm's eyes open wide as her body convulses.

BOOM

A huge bolt of lightning shoots from her body into Sabertooth's chest, knocking him back in shock. Storm falls to the ground, gasping.

ELSEWHERE

Mystique runs toward the exit. She looks back and sees The other Mystique laying on the floor. Dead?

As she turns to leave she runs right into TOAD, wearing Cyclops' visor.

She looks at him curiously, swiping the visor off of him like a scolding mother.

TOAD

We're all set. Xavier is on his way. Get
to the mansion.

He leaps away, leaving Mystique to transform back into Rogue,
near real identity. Rogue looks back to the spot where the
real Mystique was lying and sees that she is gone.

EXT. STREETS

Xavier drives as fast as he can toward the mall.

INT. MALL - LOWER LEVER

Cyclops stumbles blind and helpless, covering his eyes. A
hand comes into frame, tapping him with his visor.

He takes it and puts it on. Looking up to see a guilt-
stricken Rogue.

Sprinklers fire and shower down all over the mall to the
sound of many alarms.

EXT. MALL - DAY

Xavier fights the rush of traffic - people fleeing madly from
the mall.

As he pulls up to the front doors, he sees Cyclops emerging,
carrying Storm's unconscious body. They are followed by
Rogue.

ROGUE

It's a trick. To lure you away. They are
headed to the mansion.

They jump in the car and peel out back toward home.

INT. MANSION - LOGAN'S ROOM

Logan has just finished his exercise in the danger room. He
looks a bit worn, showing signs of pain and stiffness, not
quite ready for the strain he has put on himself. His face is
slicked with sweat and he wrestles with how to get this
uniform off.

He hears the slightest noise and turns.

Rogue is standing in the doorway, looking at him. He is
speechless at first. Then:

LOGAN

Listen, I feel a little responsible -

Rogue shakes her head, smiling.

LOGAN (CONT'D)
I heard about what happened. Are you
okay?

She shrugs indifferently.

E.C.U. on Logan's nose. His nostrils flare.... sensing...

Logan squints the tiniest bit. We know he knows something is wrong, but he is hiding it. He picks up a towel and wipes the sweat off his face.

LOGAN (CONT'D)
So listen, I was thinking today I would
go out... have a drink. I thought maybe
you would come with me.

Rogue nods and smiles.

LOGAN (CONT'D)
Maybe you could finish telling me that
story you were telling me last night.

Rogue pauses. Confused.

LOGAN (CONT'D)
You know... Come on... Don't make me say
it.

But Rogue is stumped... not knowing what to say.

LOGAN (CONT'D)
Whatever you say about them being the
same, no two women smell alike.

SHOOK. The Claws are out. LOGAN LUNGES, BUT ROGUE DIVES TO THE SIDE AND OUT INTO THE HALL. Logan is after her, his claws tearing through the walls as he chases her.

LOGAN (CONT'D)
WHERE IS SHE?

INT. LABORATORY

Jean and Beast are here, working on something or other. They hear the racket and look at one another. Finally, Beast leaves the room to go look.

INT. HALLWAY

Logan chases a fleeing Rogue toward the front door of the Mansion. She runs right past an open doorway and as he chases her, a blue tree trunk comes out the door.

BLAM

Logan is clotheslined by Beast. He hits the floor, roaring in pain and frustration.

LOGAN
Beast... wait...

But Beast is on him in an instant, no more the benevolent creature we are used to. Now, he is a monster. He picks up Logan and throws him down the hall.

BOOM

Logan hits a wall and crumbles as Beast coos at him for core:

LOGAN (CONT'D)
You don't understand... That's not -

But he is off the floor and flying through the air again, into and through a door at the far end of the hall.

Rogue watches this with great fascination. She smiles.

BEHIND HER, A LARGE BLACK METAL BOX FLOATS INTO VIEW. Behind it walks MAGNETO, keeping it aloft with his power. He stands next to Rogue and watches the two hulking creatures go at it.

MAGNETO
You're loving this, I know.

Magneto keeps moving, now the box behind him.

Beast is coming toward Logan again, furious. High on the fight. Logan's hands are raised, claws retracting as a sign of peace. No go.

BEAST
You know. I consider myself to be a reasonable guy.

LOGAN
Wait -

BEAST

I like to think sometimes I am actually too forgiving. When you grow up looking like a frosty blue, sable-covered Volkswagen, you learn to understand where people's anger comes from.

Logan can see Beast is getting angrier just talking. The claws extend reluctantly. Logan will kill him if he has to.

BEAST (CONT'D)

But you, man..? Well... I have simply had enough.

Logan FLASHES HIS CLAWS, CUTTING THE WALL AWAY BEHIND HIM. A hole just big enough for him to wriggle through.

Beast lunges, but he is too late. He reaches in, but cannot quite get to Logan.

LOGAN

LISTEN TO ME, LISTEN.

BEAST

I'd rather not.

LOGAN

It's not Rogue... It's someone else.

BEAST

Just.... come... here...

LOGAN

Smell her, you moron. IT ISN'T ROGUE.

BEAST

What?

LOGAN

SMELL. BE. WHAT KIND OF ANIMAL ARE YOU?

BEAST STOPS. He thinks. He turns.

INT. HALLWAY

Magneto continues his curious tour-of the mansion. He looks ahead at a curious thing. A heavy wooden end table is flying down the hall at great speed directly toward his head. without ever losing the look of fascination on his face, he drops to the floor. The black box keeps moving ahead and SMASHES into the end table, splintering it.

Magneto is up and heading in the direction from whence the table came.

INT. HALLWAY

BEAST AND LOGAN HEAR THE CRASH.

BEAST

Jean.

LOGAN

(Re: "Rogue")

I got this one.

Beast runs after the sound, brushing past Rogue as though she were not there.

Logan comes out of the hole, his rage mounting. Rogue, suddenly seeing a new order of things, starts to back up... Then runs for her very life.

LOGAN ROARS and COMES AFTER HER AGAIN. This time ready for business.

INT. LABORATORY

Magneto comes carefully around the corner and into the lab. There he sees Jean Grey standing calmly on the far side of the room, hand behind her back.

He almost does not see the BASEBALL BAT, that whips inches from his head.

Magneto smiles.

The bat waves back and forth, whipping the air, warning him to come no further.

MAGNETO

Telekinesis. Fascinating. What I wouldn't give for that. Alas, metal is all I am good for. But it seems to serve me well.

JUST THEN, A FULL SIZE EXAMINATION TABLE RISES UP FROM BEHIND JEAN AND SMASHES INTO HER BACK.

She hits the floor, unconscious.

Suddenly, from out of nowhere, Beast charges directly at Magneto with the stealth of a cat, catching him by surprise. Magneto wheels in time to see nothing but a wall of Blue hair and a hand of the same getting hold of his neck.

INT. FRONT HALL

Chasing, smashing, screaming, howling.

Logan leaps across the room and grabs Mystique by the throat. His claws extend to, her throat, his fist holding still and letting the natural force of the claws do the work.

Slowly, they push into the flesh under her chin. She tries to pull away, but she is held fast.

LOGAN

Who are you people? What is it you want with me?

Mystique is defiant. Smiling.

MYSTIQUE

Kill me.

LOGAN

In a minute. Now tell me.

MYSTIQUE

Nice get-up. You bulge in almost all the right places.

The claws extend a little more, drawing blood.

But before he can elicit her to speak, another voice calls out to him.

MAGNETO (O.S.)

Loooooooooooo-gan.

From deep in the mansion:

MAGNETO (O.S.) (CONT'D)

Loooooooooooo-gan.

Logan thinks for a minute, then turns Mystique around, holding his claws to the base of her skull and his free hand around her throat.

INT. HALLWAY - MANSION

As Logan follows the voice.

MAGNETO (O.S.)

Loooooooooooo-gan. Come to me, Logan.

INT. LABORATORY

Logan comes to the open door to see Beast in the center of the room with Magneto by the throat, his giant blue hand making it look no thicker than a man's wrist.

But Magneto, for a man in such a predicament, seems frightfully calm.

Beast, on the other hand, looks terrified. Then Logan sees why.

Jean Grey is on the other side of the room, still unconscious. Hovering over her are the X-ray and the examination table and both are encrusted with every horrible sharp metal object in the room.

Stale mate. If Beast squeezes, Jean is gone.

MAGNETO

Do I have to say it?

Somehow, Logan seems pretty sure that this guy will not have the same sense of mercy for Mystique if called upon. He lets her go. He walks up to the old man in the funny helmet that calmly wheezes in the tightness of Beast's grasp.

At last, he is face to face with Magneto.

MAGNETO (CONT'D)

You are everything I had hoped you would be.

LOGAN

You're Magneto.

MAGNETO..

And I was hoping to surprise you.

LOGAN

What do you want?

MAGNETO

The question really is, what do you want, Logan?

LOGAN

I'll be sure to get back to you in the next life.

SHOOK. The claws extend to their maximum menace and come within a fraction of an inch of Magneto's eyes.

BEAST

LOGAN.

THE PILE OF TREACHEROUS METAL DROPS A FOOT then halts, just above Jean. Magneto looks up at Beast.

Logan steps back, frustrated. Beast lets go.

MAGNETO

Where did Xavier find you all?

He rubs his neck and looks up at Beast, studying him carefully.

MAGNETO (CONT'D)

Just look at you. Perfection.

Beast watched the Metal waver up and down, teasing.

MAGNETO (CONT'D)

How ill at ease you most feel here. Bow much like a freak among freaks, where we come from, I am the odd man out. The closest thing to human... Bow I envy you.

BEAST

Why are you doing this?

MAGNETO

If I told you that one day your children would thank me... would you believe it?

A LOUD BANGING SOUND.

Beast and Logan turn and see that the black box that Magneto has "brought" with him has opened via two hinged panels at the front.

Inside are dozens of sharp, hooked spines, much like an old Fashioned Iron lady. The open panels have strange shaped indentations with similar spikes.

MAGNETO (CONT'D)

Tell Logan what he's won, Mystique.

Mystique stands by it, mocking the movements of a presentation model on the price is right.

MAGNETO (CONT'D)

Okay, Logan. Hop in.

JEAN (O.S.)

OH MY GOD.

Now they all turn to see that Jean has come to under the pile of metal. She pushes with her mind and the metal starts to rise.

Logan seizes the opportunity to move for Magneto, but the moment is lost when Magneto bears down and the mass of steel violently forces itself down to within inches of Jean.

Her whole body trembles with the force she generates, but it is only enough to hold him at bay. Magneto on the other hand, seems to be using about as much strength as it would take to trim his fingernails.

MAGNETO

I could just grab you by that metal skeleton of yours and throw you in, but I would have to put this down.

The metal above Jean wavers.

MAGNETO (CONT'D)

Not to mention the mess you would make of yourself if I had to force you in... Please. I really am trying to make this as painless as possible for everyone. What do you say?

Defeated, and utterly agonized at being so, Logan turns and steps inside the Iron Lady. He puts his arms in the indentations on the doors. As they close, they fold Logan's fists inward just as Mystique demonstrated. If he should extend his claws now, he will only succeed in driving them through his lungs and heart.

The iron lady closes. Then it lifts off the ground, floating toward the door with Logan inside, his head sticking out through a hole in the top like some black, demented personal sauna.

Thick metal bands hinge closed, MEETING AT THE BACK - behind Logan - where they finally lock in place.

Magneto turns to Beast.

MAGNETO (CONT'D)

Now listen very carefully, brother. If - you should step into the field I have holding that table, it will come crashing down with enough force to turn your friend into a new variety of floor wax. Same applies if you try to stop us from leaving.

(MORE)

MAGNETO (CONT'D)

Not to mention the several hundred steel spikes I will drive into Mr. Logan here for him to ponder while you take three days to cut him out of that box, incinerating what's inside.

Beast understands and nods, furious. Helpless.

MAGNETO (CONT'D)

I do love a good check-mate.
(Looking around the room)
Right then. We'll just be going.

And Magneto follows the box out the door, Mystique laughing in tow.

Now Jean and Beast are left alone with their quandary. Beast tries to move toward her, but as promised, the huge mass of metal starts to press down on Jean, who is unable to hold it off despite her efforts.

JEAN

Wait, wait, wait.

Beast backs off.

BEAST

Let me think. Just hold on.

JEAN

Go after them.

BEAST

I can't do -

JEAN

Forget about me. Go after them.

BEAST

NO.

JEAN

Listen to me, you flea circus, I'll handle this. Go get Logan.

Beast shakes his head, inspecting the metal above her, then looking around the room for something, anything. Sadly, most of what he could use for leverage is hovering above her.

Beast thinks for the longest time as the metal again begins to push down. Jean fights it heroically, managing to get it a few feet in the air before it starts to press slowly down again.

Finally, Beast begins to breathe, psyching himself up.

JEAN (CONT'D)
Don't you dare.

BEAST
I have to.

JEAN
I CAN HANDLE II NOOOOOOOOOOOO.

Beast LEAPS, jumping under the metal and covering Jean with his immense body, forming a frame to absorb what will surely kill him.

CRASH

IMPACT

Jean opens her eye to a matt of Blue hair and silence. She gasps for air, smothering under the weight of Beast's body. Then, he moans. Lifts his head. Comes eye to eye with Jean.

PULL OUT TO REVEAL:

The Metal has fallen in a circle around them. Not one shard has touched them after all. Beast realizes he himself is squeezing the life out of her and he jumps up. Helping her to her feet.

They look at the mess around them.

BEAST
You have to admit, it would have been a great way to go.

INT. MAGNETO'S HELICOPTER

Logan is tightly trundled in his box, no way to struggle. Toad is at the controls, Blob, Pyro and Mystique all stare at this newcomer. He stares back at them. Most of all, he glares at Sabertooth, who most certainly would like another piece.

MAGNETO
A day of discovery for you, eh, Logan? -
Less and less alone you are with every
turn of the head. What made you go to
Alaska? What was it you were hiding from?
Did that nasty temper of yours get just a
little too far out of hand? I know all
about it. I know quite a lot about you in
fact. If you're good, I'll tell you all.

Logan spits at him.

MAGNETO (CONT'D)

You may believe all the answers await you
in the next life, but then again, what if
you're not on their guest list?

Logan sneers, that last comment striking home on his one and only fear.

INT. WESTCHESTER MANSION - FRONT HALL

Xavier and the others come in through the wreckage that is the house.

All of the students are on the front lawn, waiting quietly.

Beast and Jean come worn and tattered out to greet them. Everyone looks at each other, defeated.

ZVT. LABORATORY - LATER

Xavier stares at the ruins of the lab.

XAVIER

What on Earth could Magneto be up to?

CYCLOPS

Sounds like a matter of wait and see,
now.

JEAN

Logan could be dead by then.

Rogue turns and walks out of the room. Cyclops looks at Jean with some frustration.

CYCLOPS

Seems to me that works out for everyone.

BEAST

He gave himself up for her, Scott.
Whatever you may think of him, you owe
him that.

INT. BATHROOM

Rogue shuts herself in the bathroom and cries. Looking at herself in-the mirror, touching her face much in the way she touched Logan's.

INT. LABORATORY

STORM
Can you find him, xavier?

Xavier is already straining with his mind.

XAVIER
They are all together. ... somewhere...
I...
(He quits, tired))
Whatever Magneto is using for that
helmet, he seems to have around the lot
of them, now.

INT . BATHROOM

Rogue is slowly getting a hold of herself, splashing water on her face.

SUDDENLY, a gurgling sound. She looks down and sees water bubbling in the toilet.

THEN A HUGE, VISCOUS BUBBLE...

INT. LABORATORY

CYCLOPS
I am not trying to be callous, but let's
look at it rationally. For all we know,
Logan and Magneto were together at some
point.

JEAN
Oh for God's sake, Scott -

CYCLOPS
Just here me out. We don't know who this
guy is, where he comes from. What if he
is some experiment of Magneto's.
Something that got away. What if he isn't
supposed to be out in the world.

BEAST
I have to say that could be -

Rogue comes bursting out of the bathroom, her face twisted in horror.

INT. BATHROOM - MOMENTS LATER

Everyone comes rushing into the bathroom and over to the toilet, looking in. LONG PAUSE. Nothing.

They look rather silly all staring at the calm water. Just as they are backing away, looking at Rogue, a gurgling sound comes from the corner.

They all turn to see: .

Senator Kelly, or what is left of him. He has now evolved into nothing more than a mass of vaguely humanbid jelly.

KELLY
Help...me... It hurts...

INT. LABORATORY - LATER

Jean Grey takes samples of Kelly's plasma, while Beast probes him here and there. Rogue/ Storm and Cyclops stand watching in horror. Xavier tries to see the face of his adversary in this blob of gelatin.

XAVIER
What did they do to you? Can you tell me anything?

KELLY
Un... conscious... Light... Bright... light.

Kelly flinches, his whole "body" rippling.

KELLY (CONT'D)
Pain... Terrible pain. Xavier pulls himself closer, looking deep into the thing.

XAVIER
Open your mind.

And the thing that is Kelly begins to weep as Xavier probes into his mind.

XAVIER'S P.O.V. - MINDREAD

FLASH

INT. MAGNETO'S LAIR

THE CAGE OF SENATOR KELLY. NOW HIS P.O.V. as seen by Xavier.

Vision fades in and out in a sedated haze.

He is laid out on a gurney, being wheeled toward bars that seem to have no door. Then they bend back to allow the gurney to be wheeled - through.

He looks up and sees Magneto wheeling the gurney, smiling down with a wink at the Senator.

Kelly looks down at his feet and sees the corridor lined with those mysterious pieces of machinery... somehow familiar. They all seem to be versions of the same thing.

FLASH

Kelly is looking around a large, domed room, in the center is another one of these devices - larger than all the others and this time even more familiar.

Were it Logan's vision and not Xavier's, he might notice the similarity to the device in the room during his dream. But this thing is familiar for a different reason. It is familiar to all of us.

Long and cylindrical, tapering toward the bottom. A glowing head at the top with an oddly shapen - almost misshapen - translucent cover.

BUT We ONLY GET A GLIMPSE

FLASH

KELLY'S/XAVIER'S P.O.v. follow the shaft to the base and we see again the fork with the brightly burning filament.

FLASH

KELLY is IN THE AIR NOW, stealing a glance below to see that Magneto is using his power to hold the gurney aloft. It is guided into the center of the misshapen head of this terrible machine and finds a secure seating.

SLOWLY BUILDING LIGHT

A HUMMING which builds slowly to a rumble, then a roar.

AND THE SOUND OF KELLY SCREAMING -

JARRING FLASH - A VIOLENT CRASH OF NOISE AND LIGHT

INT. LABORATORY

Xavier snaps back in his chair, physically effected by the vision. Frightened, shocked, perhaps even in pain. His breathing is erratic.

All rush to help him, but he waves them away, collecting himself.

BEAST
What is it?

XAVIER
Evil... Something... evil.

INT. LABORATORY - LATER

The thing that was Kelly "sits" in the corner, whimpering.
The television is on in the opposite corner, tuned to CNN.

NEWSCASTER
... it is believed now after seventy-two
hours have passed that Senator Scott
Frank Kelly and his advisor Prank Guyrich
have been missing. All of Washington is
perplexed as to what may have become of
the pair, last seen leaving the white
House after a closed meeting with the
President...

INT. HALLWAY - LATER

Everyone, minus Kelly, stand in the hallway whispering.
Xavier is shaking his head.

CYCLOPS
A long cylinder you said. A warhead of
some kind?

JEAN
An antenna? ,

STORM
Was it part of a bigger structure?

Xavier shakes his head, frustrated.

XAVIER
It is something so simple. I just didn't
get a good enough look at it, but it
seems so.

STORM
What does it do?

XAVIER
From what I am able to surmise, Magneto
has developed a device to artificially
trigger the Mutator gene, effectively
giving him the power to turn anyone he
pleases...

STORM

Oh God.

JEAN

But how did Kelly -

XAVIER

They think he is dead.

BEAST

He might be better off.

All eyes to Beast.

BEAST (CONT'D)

He seems to be adapting to his environment literally from room to room, like a salamander changes color. Kelly is, or at least recently was, a perfect organism. The mutant of all mutants.

CYCLOPS

So maybe this machine is what made Logan

BEAST

Certainly not Magneto's design. Kelly's metabolism, heart rate, respiratory - even the cell production - all are working at an exponential rate.

JEAN

How long does he have?

BEAST

I couldn't say.

CYCLOPS

Then what does Magneto want with Logan?

Beast's eyes light up with a revelation.

BEAST

Tungsten.

All of them listen. Rogue with especially deep interest,

CYCLOPS

What?

BEAST

Tungsten. The filament in a lightbulb.

Jean nods, understanding.

JEAN

When Edison made the lightbulb, his greatest challenge was finding the right filament. He tried everything. Copper/platinum, even human hair... But tungsten was the thing.

BEAST

(To Xavier)

You described a brilliant source of light radiating from a fork at the bottom of this... machine. A light like none you had ever seen.

Xavier nods.

BEAST (CONT'D)

Adamantium. Adamantium is what makes this thing work. It makes perfect sense.

They all look at one another.

JEAN

He isn't after Logan at all.

XAVIER

His skeleton.

CYCLOPS

But what would Magneto -

A TERRIBLE SOUND FROM THE NEXT ROOM. As close to a scream as the thing can make.

INT. LABORATORY

Everyone rushes in, but the Senator is gone. Or at least appears to be.

It is Xavier who notices the pool of jelly on the floor, now with the consistency of Olive oil. He reaches down and dips his fingers in the thin film.

XAVIER

My god...

JEAN

What is it?

XAVIER

He's still alive...

Everyone steps back a bit.

XAVIER (CONT'D)

Such pain... Pain like I could never have imagined... As though the pain itself were keeping him alive... living off of him...

Tears come to Xavier's eyes.

XAVTER

Poor creature. Poor, cursed creature...

Then Xavier arches in his chair as though jolted with electricity. Jean holds him to keep him from falling to the floor.

XAVIER

I'm alright. I'm alright... He's gone. Please... a moment.

Xavier turns away to collect himself.

JEAN

We have to find him.

CYCLOPS

He could be anywhere in -

JEAN

They're going to kill him. Burn him up like kindling.

Rogue turns away from all of this, tears coming to her eyes.

CYCLOPS

And take us out in the process. Even if we could find him, we -

JEAN

You don't want to find him.

CYCLOPS

What?

JEAN

You heard me. You don't want to find him.

CYCLOPS

That's ridiculous.

STORM

Guys. Come on.

ANGLE ON: Rogue... she is looking up at the television which is still on, with the sound down.

She is looking at yet another report on Ellis Island.

JEAN

I am shocked that you could be so utterly

CYCLOPS

Dammit, Jean, this is not about some petty jealousy, this is -

STORM

GUYS. Enough. This is not the time or the place.

All of them start to argue, voices overlapping in chaos. The first several times the voice tries to get their attention, it is almost inaudible. Then:

ROGUE

FOR GOD'S SAKE SHUT UP.

All eyes turn. Xavier is wheeling up beside Rogue who is looking up at the television.

Storm, Cyclops and Jean all walk over to them, wondering what they are looking at.

ROGUE (CONT'D)

Wait... Wait for it...

Xavier is already nodding slightly.

ANGLE ON:

The television image is from the P.O.V. of a helicopter circling Ellis island, taking in all the security and construction. HUGE RISERS made for the delegates and a temporary enclosure that will keep them safe from wir.ci while leaving the roof open to see what the helicopter sees as it comes around for one more pass...

THE STATUE OF LIBERTY. TORCH HELD ALOFT, BECKONING ALL THE WORLD'S DOWNTRODDEN.

ROGUE (CONT'D)

Was it something like that?

Xavier's eyes close in on the torch itself.

Slowly he begins to nod, and we do too. There is no doubting the confirmation of the familiar shape that is so much like Magneto's machine of unspeakable horror.

INT. HANGAR

DISCUSS WITH BRYAN INCLUSION OF AND TAKE-OFF OF X-JET. X-MEN IN FULL REGALIA, PREPPED FOR COMBAT WITH THE BROTHERHOOD.

AS JEAN IS DONNING HER UNIFORM -

CYCLOPS

I'm sorry.

JEAN

No... I'm sorry. What I said was wrong.

CYCLOPS

No... No... I hate him. It's not rational, not fair - hardly even justified. But when I see the two of you -

JEAN

He fascinates, me, Scott. As a scientist. That's all.

CYCLOPS

That isn't it.

JEAN

What then? What could it possibly be?

CYCLOPS

The way you looked in his eyes.

JEAN

It's never the same as when I look at -

And she sees him touching the visor self-consciously with a trembling hand. She shudders... reaching for his hand and taking it away so that he can see her.

JEAN (CONT'D)

Oh, Scott... Scott, I am so sorry...

CYCLOPS

For all of his pain, all of his rage. I
would trade places with him in an instant
if it meant I could look in your eyes and
you in mine.

Tears come to Jean's eyes, making her all the more self-aware. Beast comes out of the X-Jet, waving to them. They shake off the moment and follow Storm up the ramp.

From where she stands, Rogue debates, and then follows, dashing inside as the hatch to the X-Jet closes.

LIFT-OFF. The jet turns and clears the hangar before blasting off into the night sky.

Xavier is all alone now. He looks down at his wheelchair and thumps the heel of his fist on the armrest in frustration.

Finally, he turns around and wheels himself back inside, swallowed up by the shadows of the hangar.

EXT. ELLIS ISLAND - NIGHT

An Aerial shot showing us the whole of the fully prepared.

Security of every kind from every country covers every inch of the island.

Helicopters are coming in at the rate of about one every minute to deliver dignitaries and their minions from all over the globe.

EXT. MANHATTAN HARBOR

The water is filled with police and Coast guard vessels watching the water closely.

EXT. ISLAND - MAIN ENTRANCE

In front of the main hall to Ellis Island, where once immigrants poured into the new world by the millions, is a large set of risers specially designed for the heads of state to sit in audience to the presentation that awaits them.

A huge military band off to one side plays music to help with the milling about and shaking of hands.

The President himself is in the crowd, himself meeting and greeting, a mob of Secret Service always right there.

A YASSIR ARAFAT TYPE, who we will call Yassir Arafat, comes up to the President and smiles. He speaks so only Yassir can hear.

PRESIDENT

I have four hundred grand for poker after this.

The two men LAUGH and then HUG to the flashing of a million bulbs.

YASSIR

You still owe me six thousand acres in Montana from the last game.

Then they speak so the reporters can hear, but not too obviously.

YASSIR (CONT'D)

A most wonderful presentation this evening, Mr. President.

PRESIDENT

The people of the United States welcome you.

YASSIR

I have to say, I have not seen this many Israelis on all sides since the six day war.

LAUGH from the eager press.

PRESIDENT

Not to worry, not to worry. You're safer here tonight than at home in your very own bed.

Smattering of ass-kissy applause. Arafat and the President wave to press and the like, Arafat leaning in so only the president can hear.

YASSIR

You have no idea just how treacherous that can be.

EXT. ISLAND

From atop a high perch, looking down. A deserted part of the island. Away, from the action.

PAN ACROSS THE EDGE OF THE ISLAND

Every fifty feet or so, uniformed Secret Service agents keep tight watch on the island.

ANGLE ON:

One Secret Service guy in particular.

PUSH IN FROM ABOVE - we realize we are pushing in unusually fast, as though we are falling perhaps.

WHAM. A sickening crunch.

Toad lands on top of the Secret Service guy. We have been watching from his P.O.V. The Secret Service man is crumpled into a heap. A real frog ribbits O.S.

Toad looks around quietly, listens.... THEN LEAPS, out of frame. Hold on the body of the Secret Service guy.

LONG PAUSE.

ANOTHER SICKENING CRUNCH OFF SCREEN.

EXT. ISLAND ELSEWHERE

Two Secret Service guys approach one another. One is holding a smoke, the other is producing a lighter. Just as his smoke is about to hit the flame, the flame dodges to one side. He moves the smoke to follow it, and the flame dodges the other way.

The guy with the smoke looks at the guy with the lighter as if to say "knock it off." The guy with the lighter shrugs as:

THE FLAME INSTANTLY GROWS TO A RAGING INTENSITY, ENGULFING THEM.

As they are incinerated and their ashes fall to the ground, Pyro climbs into view from the seawall below, dripping wet.

EXT. ISLAND ELSEWHERE

A Coast Guard boat crawls into view just off shore. A Secret Service man in the foreground waves to the boat as it passes by.

EXT. COAST GUARD BOAT DECK

A thirty footer. Fast and sturdy..

The PILOT OF THE BOAT, a man in his late forties, waves back.

EXT. ISLAND

As the Secret Service guy waves, he jolts upright, his face contorting in impossible pain. Slowly, he is lifted off the ground.

EXT. COAST GUARD BOAT DECK

PILOT'S P.O.V.

Sabertooth holds the last Secret Service man aloft, impaled on his claws. He waves now, the body swaying this way and that before he casually throws it to the ground.

The Pilot turns to the wheel of the boat as he MORPHS INTO MYSTIQUE and turns the boat toward the island.

EXT. ISLAND - BOTTOM OF THE SEAWALL

Manmade rocky shore. The boat bumps and grinds on the rock. Sabertooth jumps down to the deck and meets Magneto coming up from below. They nod to one another and walk toward the tarp on the back of the boat, pulling it back to reveal:

THE BLACK BOX with Logan inside. He is unconscious, but coming to. Magneto whips out a syringe and shoots up with a little something. Logan fades out again.

ANOTHER, MUCH LARGER OBJECT is on the deck of the boat under another tarp, but we cannot see what it is.

Sabertooth grabs the box with almost no effort and straps it to his back.

He climbs the seawall with Mystique close behind. Magneto is just about to follow when:

He sees something in the distance.

MAGNETO'S P.O.V.

A fog bank is drifting in from the seaward side. It creeps slowly across the bay toward the island. Magneto thinks, then shakes it off, following Sabertooth.

EXT. ISLAND - MAIN ENTRANCE

More copters are landing and more dignitaries arrive. The band strikes up, LOUD SPEAKERS BLARE THEIR MUSIC ALL OVER THE ISLAND.

They play the national anthem of each dignitary as he or she arrives.

EXT. ISLAND

The sound of the band in the distance. Sabertooth walks up to a LARGE SET OF METAL DOORS surrounded by stately old concrete bricks.

Toad, Pyro and Mystique keep a lookout as Magneto waits.

SABERTOOTH RIPS THE DOORS FROM THEIR HINGES and walks in. Magneto follows. The rest stay behind.

INT. BUILDING

Silent in here. Tomb-like. Magneto and Sabertooth make their way toward a large stairwell in the middle of the room.

They begin their ascent.

Magneto looks up and sees that the stairs go up for quite some way.

EXT. MANHATTAN HARBOR

The fog is thick now.

INT. COAST GUARD CUTTER - WHEELHOUSE

THE CAPTAIN of the cutter looks through his binoculars and puzzles over this. His 1ST MATE stands beside him.

CAPTAIN
Hardly the night for it.

1ST MATE
All the hot air on Ellis.

They laugh as:

EXT. MANHATTAN HARBOR

THE FOG CREEPS AROUND ELLIS, never rising above the sea wall, but merely blanketing the ocean surface for about twenty feet or so.

INT. COAST GUARD CUTTER - WHEELHOUSE

The first mate looks at the sonar, radar, etc. Nothing but a dense blob of fog.

1ST MATE
Navigational is shot, sir. Can't see thing.

CAPTAIN

Call it in. Advise fleet to weigh anchor
and wait it out.

EXT. COAST GUARD CUTTER

The anchor drops.

VARIOUS SHOTS OF SHIPS ALL OVER THE HARBOR DOING THE SAME.

In moments, the whole of Ellis island is fog bound.

EXT. ISLAND

again, from high up. Where we first saw Toad's P.O.V.

Now it is Magneto who looks down. From atop what, we cannot tell. He sees the fog engulfing the whole rim of the island and puzzles over it. He is not comfortable.

Sabertooth is beside him.

MAGNETO

I have a very sneaking suspicion we are
not the only party crashers. Tell the
others not to hesitate. Kill who you have
to...

Sabertooth could not be happier. He leaves to deliver the news.

BLACK

INT. SMALL ROOM - LATER

CLOSE UP ON: LOGAN. He comes to, still in the box with nothing but his head sticking out. He struggles instinctively, but winces in agony when he does.

He looks around him and sees that he is in a strangely shaped room with barely enough space for the box and Magneto, who smiles at him in the half-darkness.

The box is on its back now and Logan is as helpless as an overturned turtle.

MAGNETO

God worked wonders when He made you,
Logan. Unfortunately, it's not His work
I'm interested in. It's what Man did to
you... when God was through. Man was
cruel to you, wasn't he?

LOGAN

Where are we?

MAGNETO

At the frontier of a new civilization.
The breakwater of new era for mankind.
We're backstage at the encore of
creation. Three minutes to curtain.

LOGAN

Why..?

MAGNETO

That's the question, isn't it? This is
the place in the story where the Hero
learns the secret of his identity, the
reasons for his life of torment, the
plans of his nemesis and finally finds
his retention. Are you sure you really
want to know who you really are?

Logan's eyes say it all.

MAGNETO (CONT'D)

Well, frankly, I have no idea.

Logan shakes his head. "Of course."

MAGNETO (CONT'D)

I know a little about the Canadian
Military. I know about an experiment
called Wolverine during the war, though I
never could find its intended purpose.
Maybe to build a perfect fighting man,
maybe to stop one. A lot of people were
doing a lot of unholy things in those
days. No one was better than anyone else
in the end. At the bottom of it all, the
culprit I suppose was simple human
nature. Man's instinct to survive, Logan.
If there really is such a thing as evil,
you'll find it there.

Logan struggles now in vain, wailing as his own blood flows
up his neck from the spikes inside the box.

MAGNETO (CONT'D)

I would take the Adamantium out of you
were there a way. Strange stuff really.
The only thing that can generate the
energy to melt adamantium is more
adamantium. Even then, when you melt it
there is no heat.

MAGNETO (CONT'D)

Something I have not been able to work out. In this case, you are the rod and the staff all in one, you magnificent creature. It breaks my heart to see you go.

LOGAN

You could at least do me the courtesy of telling me what I was dying for.

MAGNETO

Inside you, my friend, is the key to unlocking the secret of evolution. Together we are going to shove man into his highest level. Tonight, every living creature as far as the eye can see that does not already share our gifts, will be changed forever.

LOGAN

And you think man will be happy about it?

MAGNETO

Ohhhhh, I can understand your being bitter. A bit put off. But it hasn't been the same for you as it has been for all of us.

LOGAN

I think it has. I think the reason you're doing this is less an act of giving than an act of getting.

Magneto smiles.

MAGNETO

That might be how you -

LOGAN

You have some baggage, man and none of it is carry-on. I don't know who did it to you, but I'll bet he's not the one paying your freight tonight.

MAGNETO

If you'll excuse me...

Magneto is visibly angered by the words. He opens a hatch below him and slides out feet first until only his head is visible. Then he pauses.

MAGNETO (CONT'D)

And you're right, Logan. I am bitter. I am angry. I do have an axe and I am grinding it on the innocent. None of it will make me sorry. And none of it will make me wrong.

LOGAN

No... just familiar.

And with that, Magneto is gone.

EXT. STRUCTURE

Magneto comes to stand on the railing outside from his high perch, overlooking the island. From here we pull out to reveal at last where he is.

HE IS NOT ON ELLIS ISLAND AT ALL.

Instead, he ,is on the catwalk around the torch of the Statue of Liberty, about a mile away. He looks over at the activity on Ellis Island, hearing the band and inhaling the cool evening breeze.

MAGNETO

Give me your tired, your hungry, your poor.

And he turns to the bright lights of Manhattan and its seven million inhabitants.

MAGNETO (CONT'D)

Bring me your huddled masses.

He brings a radio to his lips.

MAGNETO (CONT'D)

Lights.

EXT. POWER STATION

Sabertooth is tearing the padlocks off of the generator shed that powers the island. He grabs a hold of the bare conduits that lead from the power supply and YANKS.

EXT. ELLIS ISLAND - NIGHT

The President on a podium. Liberty island in the background.

PRESIDENT

... and as we stand here side by side tonight.

(MORE)

PRESIDENT (CONT'D)
 As we put aside our differences and share
 with one another good will. As we gather
 together here, in the shadow of the -

LIBERTY ISLAND GOES BLACK.

From where they are, the dignitaries see the statue of
 Liberty vanish in darkness. The crowd reacts with murmurs of
 concern.

ANGLE ON:

A SECRET SERVICE AGENT raises a radio to his mouth.

SECRET SERVICE MAN
 Liberty one, liberty one, this is
 horizon, do you copy.

A MAN'S VOICE RESPONDS.

MAN'S VOICE
 Go, horizon.

SECRET SERVICE MAN
 (cont'd)
 (on radio)
 Liberty, what's the situation with the
 lights, over?

EXT. LIBERTY ISLAND

The man in question is ANOTHER SECRET SERVICE AGENT. He
 stands in profile, looking up at the statue.

OTHER AGENT
 Uhhh, Horizon, we've seem to have had a
 shutdown at the generator, we're five by
 five. There now, checking it out. Give us
 three minutes.

As he speaks, The Agent turns his head to reveal the other
 side of his face.

IT IS MYSTIQUE. She Morphs back into her full self and smiles
 at Sabertooth.

EXT. STATUE - TORCH

Magneto takes this moment in the darkness to point his hands
 and all of his concentration on the bottom of the torch in
 Lady Liberty's hands.

ANGLE ON:

BOTTOM OF TORCH.

The caplike end piece of the torch begins to vibrate, metal groans, twists...

WITH A CRACK OF METAL, it comes free, dropping slightly and then hovering, slowly descending to the sea.

EXT. SEAWALL

The boat they came in on. See the tarp and what is under it.

IT RISES IN THE AIR, standing upright. The tarp slides to the deck to reveal: THE DEVICE. The one Kelly saw, Xavier saw... Logan saw. It rises higher in the air.

EXT. STATUE - TORCH

THE ARM OF THE LADY BENDS AND GROANS SLIGHTLY under this new weight. The device cooing up passes the end of the torch on it's way down. The end of the torch nestles gently into the fog below and finally into the sea where it sinks quietly.

THE DEVICE rises up and into the bottom of the torch itself.

THE BALL AT IT'S HEAD EXTENDS

INT. TORCH

It expands, filling the half-darkness of the torch head.

LOGAN FEELS THE BOX SNIVELING UPRIGHT as things shift and metal clangs, shudders, creaks. A slight whirring sound and then it all seems to lock.

THE SOUND OF SOMETHING COMING TO LIFE WITH ENERGY AS IF AN ENGINE WERE WARMING UP.

EXT. LIBERTY ISLAND

LIGHTS COME ON AGAIN ON LIBERTY ISLAND. The statue lights up to the sounus of a crowd ooing and ahhinc* in the distance.

INT. TORCH

LIGHTS COME ON IN THE TORCH. Logan looks around to see what he could only hear a moment ago.

The inside of the torch looks hauntingly familiar. He is inside a device he has seen before. The device from his dreams of where he was made.

LOGAN SCREAMS IN HORROR, reaching the brink of madness.

FIGHT SEQUENCE

X-Men take Liberty Island and square off against Magneto's brotherhood, having used the fog (courtesy of Storm) to hide their arrival. First as a one on one, then in a mighty brawl with each helping the other in between being attacked.

As the device is activated, Logan's skeleton begins to heat up. THE LIQUID LIGHT fills the torch and begins to emanate.

The only way to stop it is for Logan to free himself from the device by popping his claws through his own chest, tearing through the lock on the back.

As the x-Men fight, Sabertooth scrambles to the top of the statue at the behest of Magneto to stop Logan, who is already mortally wounded from his own escape.

In a berserker rage, he tears through the shell of the torch.

On Ellis island, the sudden, brief show of light is seen as an effect to punctuate the President's comments. It receives ignorant applause from the dignitaries.

The Secret Service, fully aware that this is not part of their program, try to send boats over to investigate, but they end up colliding with one another in the thick, confounding fog.

Logan attacks Magneto, slashing through the railing. Magneto falls, only to use his Magnetic powers to pull himself back up.

Logan sees the loose bits of Metal around him pulling free and heading toward Magneto and is suddenly grabbed by the magnetism himself. He extends his claws, waiting. Magneto and Logan are in a stalemate. Magneto is trying to pull him over the side, Logan keeps him from being able to climb to safety by swiping at him with his claws.

All of this ends when Sabertooth comes up behind Logan, yanks him up by the neck and throws him over and off the top of the torch. Magneto, who is still holding Logan, is yanked violently upward and has to grab onto the remains of the railing for dear life.

Sabertooth jumps after Logan, who has fallen from the torch and landed between two spires on the crown of the statue. Fight ensues between Sabertooth and Logan resulting in the decimation of the crown as well as each other. Slash, heal, slash, heal and so on. They fall through a hole they have torn in the top of the head.

All of this is intercut with fight scene between the X-Men and the brotherhood. Toad and Pyro are killed in particularly gruesome and just ways, while Mystique ends up chasing Rogue into a confrontation, the end of which we do not witness, leaving us hanging.

Magneto is making his escape,, having climbed to the bottom of the statue when he is ambushed by all the other X-Men (Storm, Jean, Beast, Cyclops) He manages to hold them all off in a spectacular display of his powex.

This is intercut with the winding down of the fight between Sabertooth and Logan. They are literally beaten to near death and are sluggishly trying to finish one another off.

They come to rest at the feet of Magneto in the main room of the base of the statue.

We reveal that Magneto has Storm, Cyclops, Jean and Beast all pinned with twisted metal innards from the statue itself. Sharp spires are slowly creeping toward their throats, threatening to kill them.

Logan and Sabertooth are nearly oblivious, until finally Logan pounds Sabertooth into unconsciousness, standing over him/ extending his claws for the kill:

(We now resume our regularly-scheduled screenplay)

IHT. BASE OP STATUE

Logan kneels over Sabertooth, who struggles to fight him still. Logan cocks his fist back, claws gleaming and slathered with blood.

His rage now at a high like we have never seen and finally with good reason, Logan stands, gathering all his strength for the death blow when:

HIS CLAWS RETRACT AS HE SWINGS. The kill becomes a punch and nothing more, knocking Sabertooth senseless.

The X-Men, despite their predicament, are all moved.

Logan collapses and rolls away. He and Sabertooth lie panting in a pool of their own blood, their wounds healing instantly.

Magneto smiles ironically.

MAGNETO

All for nothing. The moral of tonight's performance.

The metal trapping the X-Men tightens its grip, squeezing the air out of them while sharp shards push into gore them to death.

Jean tries as best she can to fight him. The two powers clash.

JEAN

It wouldn't have worked, Max. You're machine was flawed. The mutations burned twice as bright for half as long. Less in fact.

MAGNETO

A concept you will come to understand. Now stop resisting the inevitable.

Out of the corner of her eye, Jean catches a shadow of movement behind Magneto.

JEAN

What good will killing us do? Aren't we like you, Max. Don't our deaths at least mean murder to you?

MAGNETO

It is treason what you've done tonight and you will be treated as traitors are.

And ROGUE COMES OUT OF THE SHADOWS BEHIND MAGNETO, sneaking towards him. All of the X-Men try to hide their reactions of sudden hope. Jean continues to stall.

JEAN

If you kill us now, you'll never find out where the rest of the adamantium is. And the creeping metal stops, creeps back a bit.

MAGNETO

What is this?

And as Rogue gets within a few feet of him, she MORPHS back into Mystique - all hope dying with the transformation.

The X-Men slump with a final sense of defeat.

ANGLE ON:

Logan looks up, but cannot move. His hand merely twitches...
Claws extending a few inches.

MYSTIQUE

Don't listen to them. It's a trap.

Surprised, Magneto turns to her, the metal easing back further.

MAGNETO

What is?

MYSTIQUE

THIS.

And she lunges, grabbing his face with her hands MORPHING
BACK INTO ROGUE - her real identity.

A TERRIBLE SHUDDER THROUGHOUT THE STATUE. A RUMBLING TO THE
VERY FOUNDATION.

Magneto opens his mouth in a silent scream as his power is
slowly sucked from him. Every piece of steel and iron metal
within a hundred feet is pulled inward, including the metal
around the X-Men, freeing them.

Rogue and Magneto are suddenly surrounded by a cage of
shrapnel as the statue's steel rivets pull loose one at a
time, threatening to bring the very structure down on top of
them.

Finally, Jean rushes forward. Unable to touch Rogue, she is
at a loss as to what to do.

JEAN

ROGUE. STOP... ROGUE.

Rogue, herself in a rage not unlike Logan's/ finally gets
control of herself and releases Magneto just before bringing
down the house.

She pulls herself free as the metal around them closes in on
Magneto.

Storm, Beast and Cyclops stand around Rogue, careful not to
touch her, but in their own way comforting her. She slowly
calms herself down from a rage to peace... then tears.

EXT. LIBERTY ISLAND

Beast walks out of the statue base, carrying a motionless Logan. Storm and Jean flank Rogue, having wrapped in her in storm's cloak, each with an arm around her.

Cyclops brings up the rear. They walks toward the seawall where their boat is waiting.

But then, Cyclops stops. He looks back. Then up at the statue and its arm, finally focusing on its torch, where the device is held.

With as much effort as it would take a "normal* human to light a Cigarette, HE FIRES A BEAM OF ENERGY FROM HIS EYES.

EXT. ELLIS ISLAND

PRESIDENT

... For you, the leaders of the world...
for your people... For all mankind... I
say let us shed the prejudices of the
world we have left behind. LET US AT LAST
EMBRACE ONE ANOTHER AS EQUALS.

Behind him, THE TORCH ON THE STATUE EXPLODES IN A FIERY BALL in a magnificent denouement.

PAUSE - the stunned dignitaries not expecting anything to follow the first unexpected display.

The President is more shocked than anyone.

INT. WESTCHESTER MANSION - HALLWAY - DAY

Scott and Jean are huddled together on sofa, sleeping.

Storm sits wide awake, staring into space, deep in thought. Rogue paces back and forth nervously.

No one is really listening to the television.

NEWSCASTER

SOMETHING PERTAINING TO RESULTS OF STATUE
CONFRONTATION) each country represented
at the assembly had someone to blame.
Israel blamed Palestinian separatists,
while the Australian's blamed the French.
Finally the German delegate chimed in
saying it was the work of Mutant
extremists as a demonstration of power to
the U.N. as a whole.

THE IMAGE ON THE SCREEN TO ONE OF THOSE PHOTO OPS. The president signing some sort of document on his desk while a million flash bulbs record it.

NEWSCASTER (CONT'D)

This cry was heard the loudest only a few days after the President vetoed the mutant registration act with almost no opposition. The word from capital hill is that the bill lost most of its momentum in the wake of the still unexplained disappearance of Senator Scott Frank Kelly last week.

Rogue hears that much.

ROGUE

Ha.

Just then, the door to the lab opens and all eyes turn toward it. Jean and Scott stir and sit up as Xavier and Beast come out into the hall.

Everyone waits with baited breath for something... anything.

AND LOGAN EMERGES. He seems to limp a little, most likely tender all over and will be for some time. But his injuries are not the concern just now. The issue today is his uniform.

CYCLOPS

Well... I have to say... You look pretty cool.

It is a uniform not too unlike the one he was wearing, not too unlike the others. But his seems to be more severe, more menacing, indeed more of an expression of the Logan we have come to know. His new gloves are complete with specially designed, reinforced holes to allow the claws to extend and retract, which they do even now the way one might stretch one's fingers before playing the piano.

All in all, it is a uniform, but it in no way obscures the individual .

They all move closer, smiling, almost laughing. Logan looks at them a little awkwardly.

XAVIER

Welcome home, Logan.

ALL /STAGGERED

Welcome home.

LOGAN

What do you guys think about "Wolverine?"

We'll cut away now to spare everyone the agony of watching a group hug.

INT. PLASTIC PRISOV - DAT

A CLEAR, PLASTIC HALLWAY

That's right, PLASTIC. Everything we can see - walls, ceiling, floor - is made, entirely, of thick, clear plastic.

DOWN THIS HALL TO:

A THICK PLASTIC CELL

There, in the middle, at a clear plastic desk, with two clear plastic cups filled with the only thing of color other than the two men in the room.

Xavier and Magneto.

They play a friendly game of chess.

Magneto is notably without his trademark helmet.

Xavier is in a modified plastic chair with plastic wheels.

MAGNETO

Doesn't it ever wake you in the middle of the night? The feeling that some day, some day very soon, they will pass that foolish law - or one just like it - and they will come for you and your children? Take you all away?

XAVIER

It does indeed, Max.

MAGNETO

And what do you do when you wake up to that?

XAVIER

I feel a great swell of pity for the poor soul who comes to that school looking for trouble.

MAGNETO

That's no answer.

XAVIER
No... I suppose it isn't.

Xavier makes a move, Magneto counters. Xavier moves again.

MAGNETO
Why do we play this game, Xavier?

XAVIER
Perhaps because we are each the only one
the other trusts not to cheat.

MAGNETO
But you must know that it is a war. And
to win a war takes the will to fight it
at all costs, by any means necessary. For
that reason, I will always be at an
advantage. No matter how you trap me, how
I am contained -

Chess pieces seem to visually mimic their conversation,
Xavier's white pieces slowly surrounding Magneto's Black
King.

MAGNETO (CONT'D)
I will always find an escape.

XAVIER
But you seem to forget one little thing.

MAGNETO (CONT'D)
And what is that?

XAVIER
That I can simply read your mind, Max.
And I will always know your next move.
And with that.

Xavier makes one, placing his queen gently down, taking away
a knight.

XAVIER (CONT'D)
Check.

Just then, the door to the cell opens. A Guard waits.

Magneto and Xavier stare at one another with a strange
rivalrous smile before Xavier turns and wheels himself out of
the room.

The door closes behind him, leaving Magneto alone with his
plastic chess set in his plastic cell.

And Magneto looks at the pieces before him. Something occurs to him. He smiles a wicked smile.

And his rook LEVITATES, despite its properties, moving across the board and toppling Xavier's king.

MAGNETO

And mate.

BLACK.